

ANNUAL

72 BIG PAGES ANNUAL

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MARVEL  
COMICS  
GROUP 25¢

# the AMAZING SPIDER-MAN

#1  
1964



FEATURING: SPIDEY'S BIGGEST  
LONGEST, GREATEST BATTLE, AS  
HE ATTACKS:

**"THE  
SINISTER  
SIX!"**

WITH A GALAXY OF THE MOST  
GOL-DARNED GUEST-STARs THAT  
YOU CAN SHAKE A WEB AT!

JAM-PACKED WITH  
SPECIAL SURPRISE FEATURES





# #1 The SINISTER SIX!

CAN SPIDER-MAN SAVE THE TWO PEOPLE HE LOVES MOST IN THE WHOLE WORLD FROM THE DEADLY **SINISTER SIX**??

IN ORDER TO RESCUE BETTY BRANT AND AUNT MAY, SPIDEY MUST FIND A WAY TO DEFEAT THE UNDEFEATABLE **SINISTER SIX**!!

What Happens **NOW**? JUST WHEN HE NEEDS THEM MOST, PETER PARKER SEEMS TO HAVE MYSTERIOUSLY **LOST** HIS AMAZING SPIDER POWERS!!

**41 Pages**

*Of Indescribable  
Excitement*

Written By:

**STAN LEE**

Drawn By:

**STEVE DITKO**

POSSIBLY THE MOST TALKED-  
ABOUT TEAM IN COMICS TODAY!

LETTERED BY: **S. ROSEN**

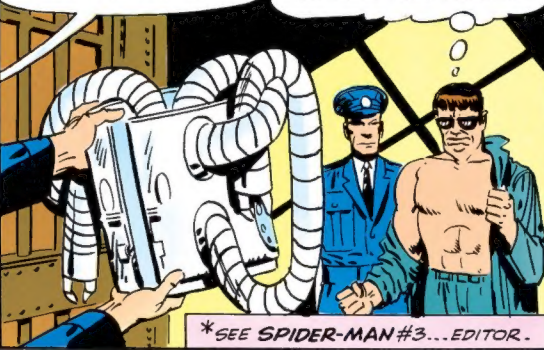
IT'S TAKEN A YEAR TO PRODUCE THIS DOUBLE-LENGTH EPIC, SO LET'S NOT WASTE ANOTHER MINUTE! AWAY WE GO!!



IN STATE PRISON, A TEAM OF SPECIALISTS HAVE FINALLY FOUND A WAY TO REMOVE THE FOUR EXTRA MECHANICAL ARMS WHICH HAD BECOME ATTACHED TO **DR. OCTOPUS** AFTER A FREAK ACCIDENT...\*

NOW THAT WE'VE TAKEN YOUR GREATEST POWER FROM YOU, YOU'RE JUST PLAIN DR. OTTO OCTAVIUS, PRISONER #4756689!

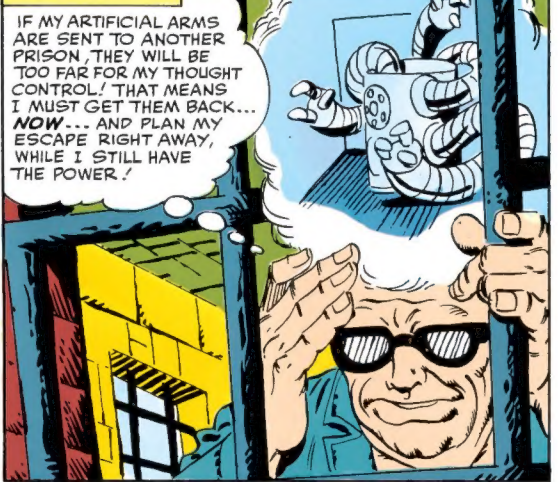
THAT'S WHAT **HE** THINKS! THEY DON'T SUSPECT THAT I CAN CONTROL MY "ARMS" MENTALLY, EVEN THOUGH THEY'RE A DISTANCE AWAY FROM ME!



\*SEE **SPIDER-MAN** #3...EDITOR..

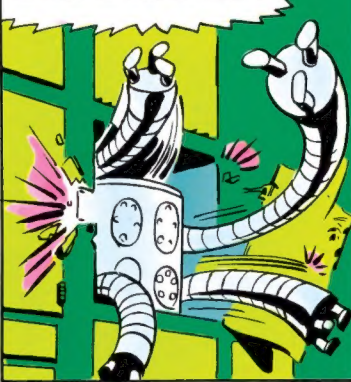
AN HOUR LATER, AFTER DR. OCTOPUS HAS BEEN RETURNED TO HIS CELL...

IF MY ARTIFICIAL ARMS ARE SENT TO ANOTHER PRISON, THEY WILL BE TOO FAR FOR MY THOUGHT CONTROL! THAT MEANS I MUST GET THEM BACK... **NOW**... AND PLAN MY ESCAPE RIGHT AWAY, WHILE I STILL HAVE THE POWER!

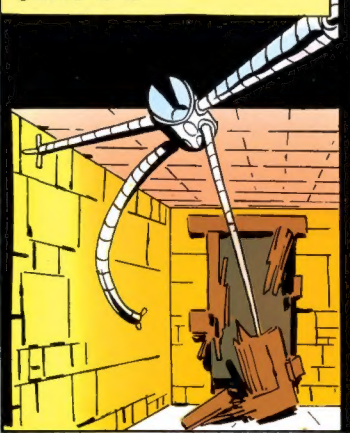


AND SO, THE EVIL ARCH-VILLAIN SENDS A THOUGHT IMPULSE OUT FROM HIS BRAIN... A SUMMONS WHICH IS RECEIVED, AND **OBEYED** BY HIS MIGHTY MECHANICAL ARMS!

RETURN TO YOUR MASTER!  
RETURN TO YOUR MASTER!

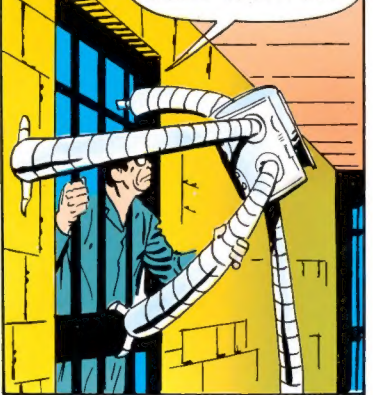


SO POWERFUL ARE THEY, THAT NOTHING SEEMS ABLE TO STOP THEM AS THEY SLOWLY MAKE THEIR WAY ALONG THE WALLS AND CEILING UNTIL...



I **KNEW** I HAD THE POWER TO DO IT!!

AND NOW TO ATTACH THEM TO MYSELF AGAIN, AND BREAK OUT OF HERE BEFORE THE GUARDS CAN MUSTER ENOUGH REINFORCEMENTS TO STOP ME!



THE NEXT DAY, J. JONAH JAMESON, PUBLISHER OF THE INFLUENTIAL **DAILY BUGLE**, GETS AN UNEXPECTED VISITOR...

HI, J.J.! I WAS JUST PASSING BY, SO I THOUGHT I'D DROP IN AND BORROW A PAPER! I LOVE TO READ YOUR EDITORIALS...THEY'RE FUNNIER THAN THE COMIC STRIPS!

**SPIDER-MAN!** YOU INSOLENT BUFFOON! HAVEN'T THE POLICE CAUGHT UP WITH YOU **YET**??!

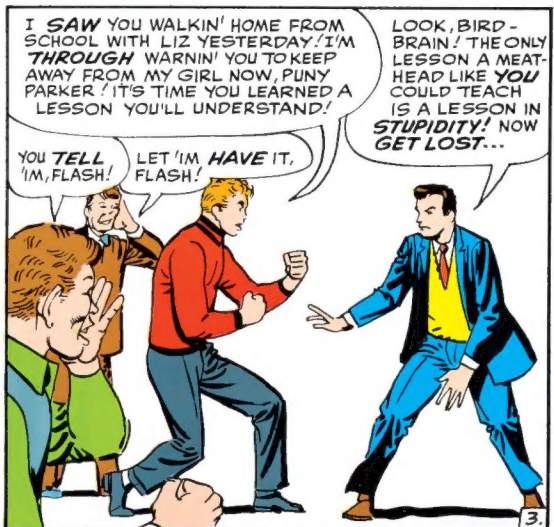
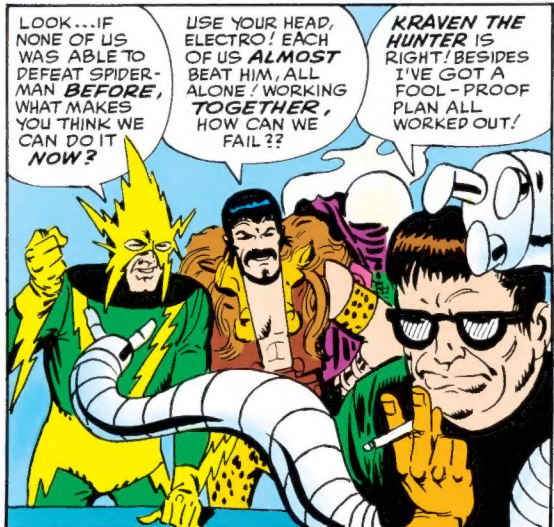
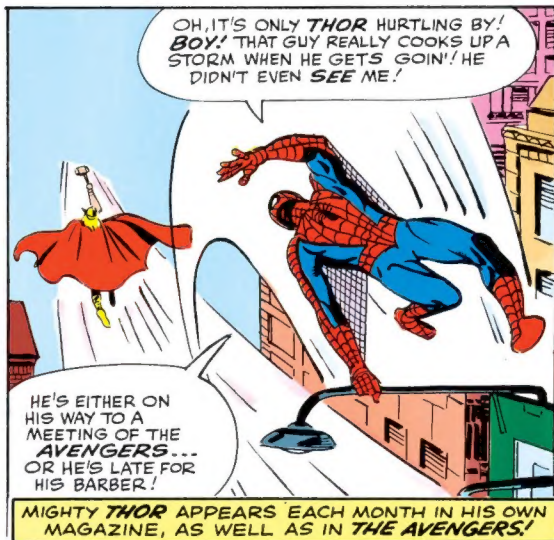
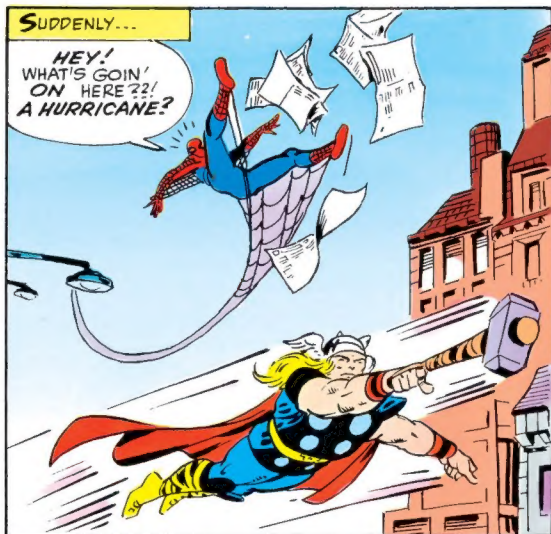
IF ONLY THAT BLASTED **PETER PARKER** WAS HERE TO SNAP SOME **PHOTOS** OF HIM!!



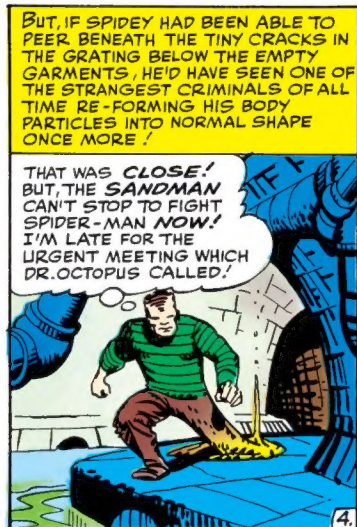
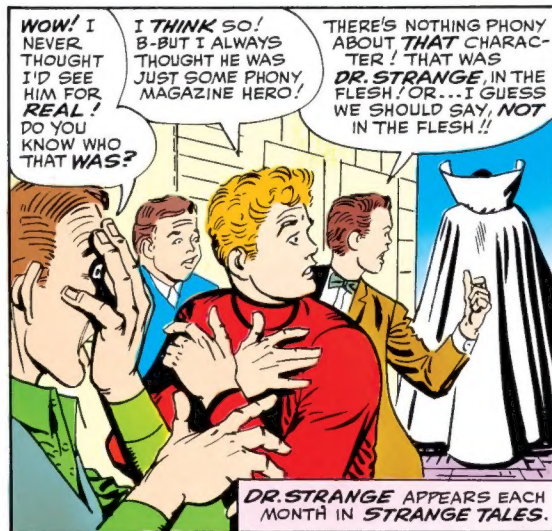
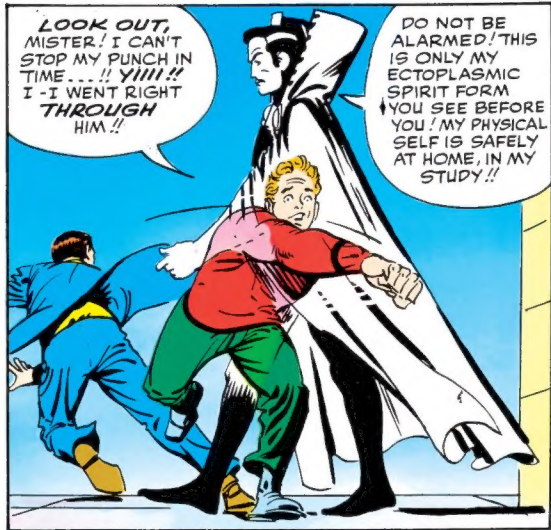
WELL, WELL! SO DOC OCK HAS ESCAPED FROM PRISON AGAIN! I SURE HOPE HE GOES INTO HIDING FOR THE NEXT HUNDRED YEARS OR SO! I'D SURE HATE TO HAVE TO TACKLE **HIM** AGAIN!!



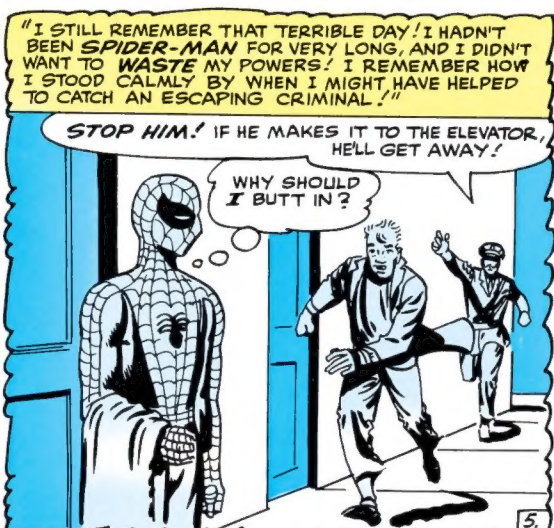
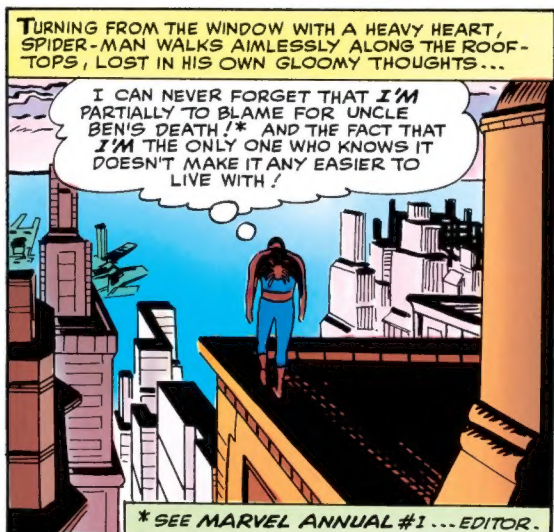
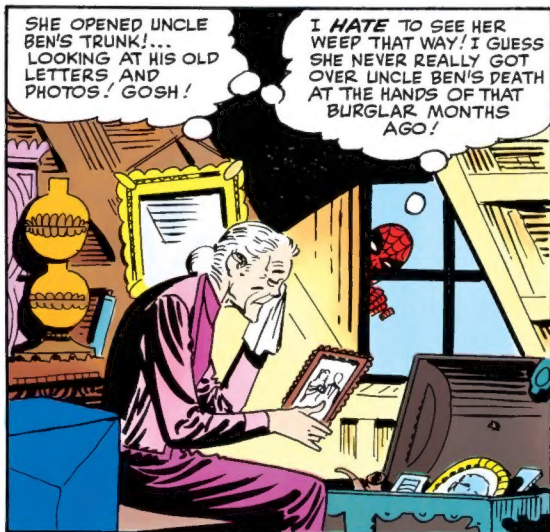
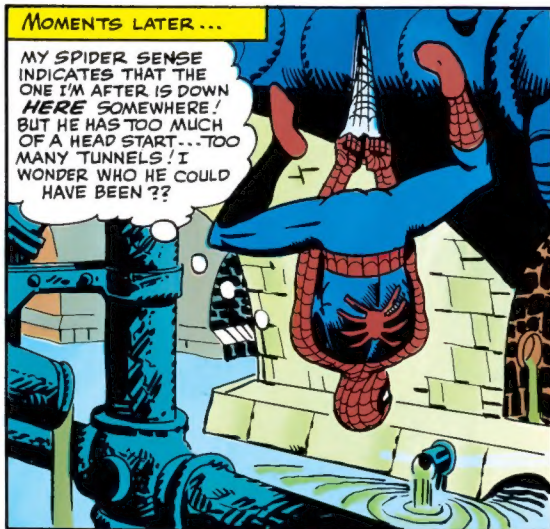








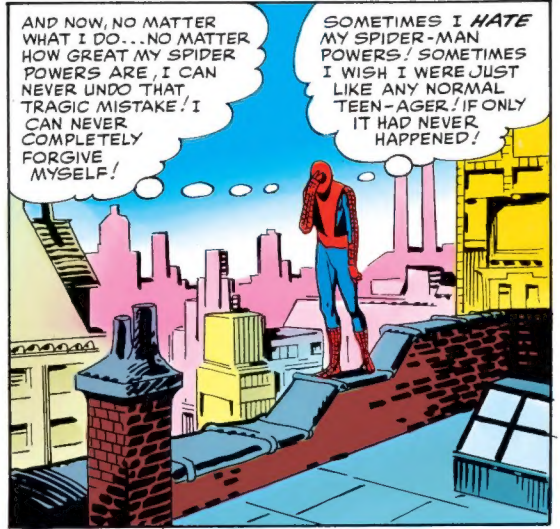








IF ONLY I HAD KNOWN... IF I COULD SOMEHOW HAVE GUESSED THAT THE VERY MAN WHOM I ALLOWED TO PASS ME WOULD BE THE BURGLAR WHO WAS LATER TO MURDER UNCLE BEN!! WHY HADN'T I **STOPPED** HIM?? **WHY? WHY??**



AND NOW, NO MATTER WHAT I DO... NO MATTER HOW GREAT MY SPIDER POWERS ARE, I CAN NEVER UNDO THAT TRAGIC MISTAKE! I CAN NEVER COMPLETELY FORGIVE MYSELF!

SOMETIMES I **HATE** MY SPIDER-MAN POWERS! SOMETIMES I WISH I WERE JUST LIKE ANY NORMAL TEEN-AGER! IF ONLY IT HAD NEVER HAPPENED!

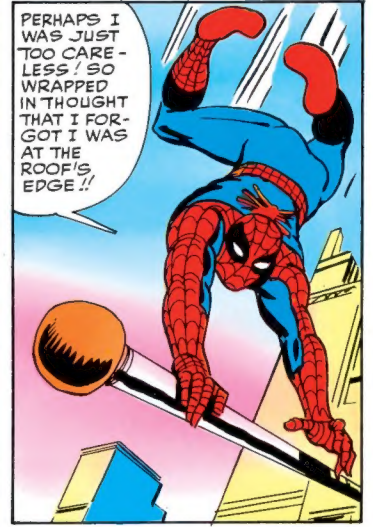


**BUT THEN, SUDDENLY, SURPRISINGLY, THE SURE-FOOTED ADVENTURER LOSES HIS BALANCE, AND...**

WHA...??  
**I TRIPPED!!**



**IT'S IMPOSSIBLE!**  
IT NEVER HAPPENED BEFORE!! I CAN'T TRIP!! I CAN'T...!!



PERHAPS I WAS JUST TOO CARELESS! SO WRAPPED IN THOUGHT THAT I FORGOT I WAS AT THE ROOF'S EDGE!!

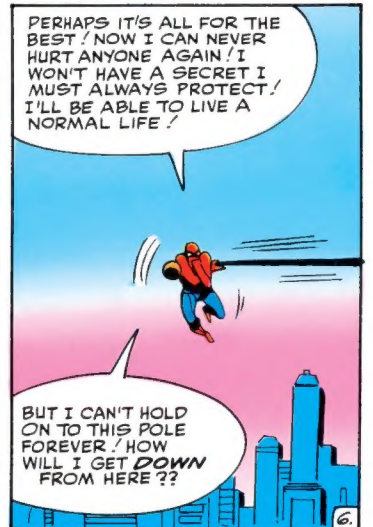


**BUT THEN, HE RECEIVES ANOTHER SHOCK...**

OH, **NO!** I CAN HARDLY HOLD ON TO THE FLAGPOLE!! WHAT HAPPENED TO MY **STRENGTH...** TO MY **AGILITY??**



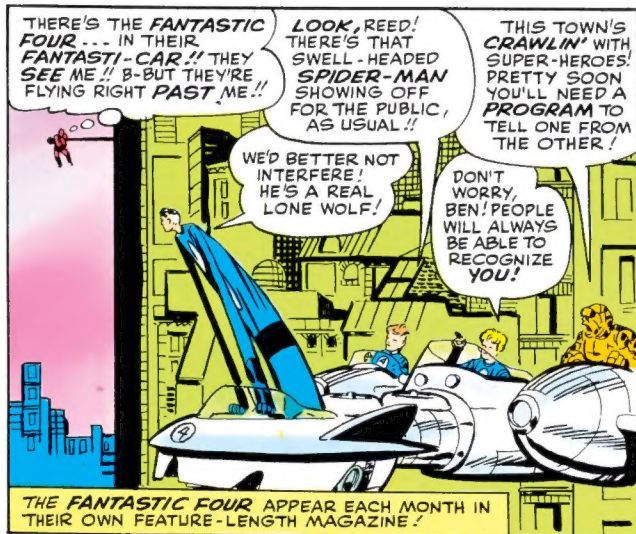
I NEVER BELIEVED IT COULD HAPPEN... BUT IT **HAS!** SOMEHOW, WITHOUT WARNING... I'VE **LOST MY SPIDER POWERS!!**



PERHAPS IT'S ALL FOR THE BEST! NOW I CAN NEVER HURT ANYONE AGAIN! I WON'T HAVE A SECRET I MUST ALWAYS PROTECT! I'LL BE ABLE TO LIVE A NORMAL LIFE!

BUT I CAN'T HOLD ON TO THIS POLE FOREVER! HOW WILL I GET **DOWN** FROM HERE??







MEANWHILE, AT THE HIDEOUT OF DR. OCTOPUS, THE "GUEST LIST" IS COMPLETED WITH THE ARRIVAL OF THE WINGED **VULTURE**!



NOW THAT WE'RE ALL HERE, WE'LL GET DOWN TO BUSINESS IMMEDIATELY! THIS MEETING WILL BE A TURNING POINT OF OUR CAREERS!

SKIP THE DRAMATIC SPEECHES, OCTOPUS! JUST STATE THE PLAN!

WHATEVER THE PLAN IS, SAND-MAN IS FOR IT! I CAN'T WAIT TO PAY SPIDER-MAN BACK!

WE ALL HAVE A SCORE TO SETTLE WITH THE ELUSIVE **SPIDER-MAN**!

HE DEFEATED ME TWICE! BUT THIS WILL BE **DIFFERENT**! THE **THIRD VICTORY** WILL BE **MINE**!

WE CAN'T BEAT HIM WITH WORDS! LET'S BAND TOGETHER AND **ATTACK HIM! NOW!**



HE'S TOO **FAST**! HE'D FIND SOME WAY TO **ESCAPE** US!

PERHAPS YOU'RE RIGHT! BUT THERE **MUST** BE A WAY TO **FORCE** HIM TO **BATTLE** US!

OF **COURSE** THERE IS! THAT'S THE **PURPOSE** OF THIS **MEETING**! NOW, BE **QUIET**, ALL OF YOU! I HAVE IT ALL **FIGURED** OUT!

I SAY WE MUST **ATTACK** ALL AT **ONCE**! HIS **POWER** IS NOT **GREAT** ENOUGH TO **DEFEAT** ALL **SIX** OF US!

**BAH!** I'M **WISE** TO HIS **TRICKS** BY **NOW**! I CAN **LICK** HIM **ALONE** **NEXT** TIME WE **MEET**!

**KRAVEN** DOES NOT **HUNT** IN A **PACK**! ONLY BY A **SOLO** **VICTORY** WILL I **ACHIEVE** THE **REVENGE** I **SEEK**!



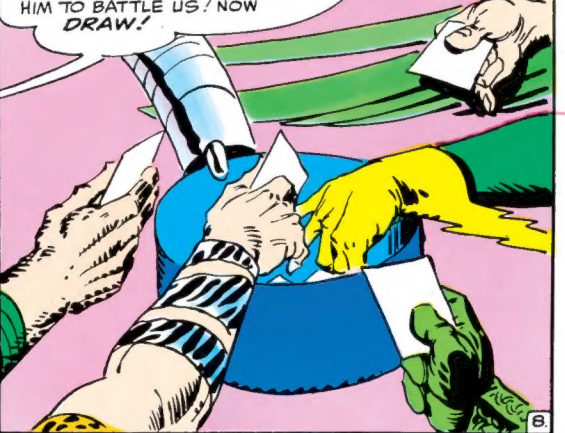
BUT HE'S **BEATEN** **ALL** OF YOU IN THE **PAST**! WHY **TAKE** **NEEDLESS** **CHANCES**??

I DON'T CARE **HOW** WE DO IT! I'M JUST **ITCHIN'** TO **TACKLE** HIM!

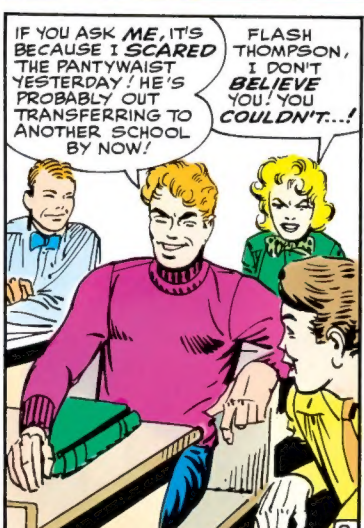
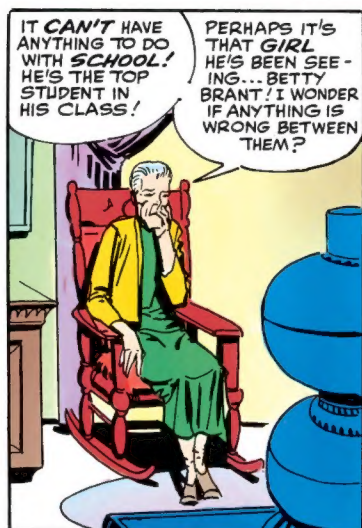
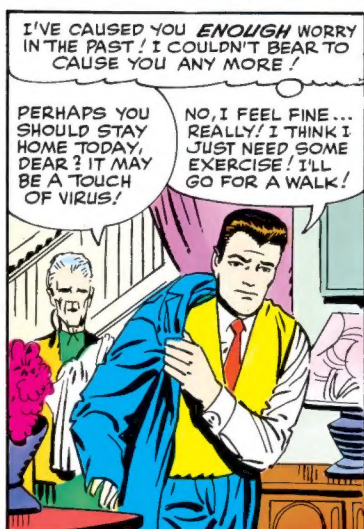
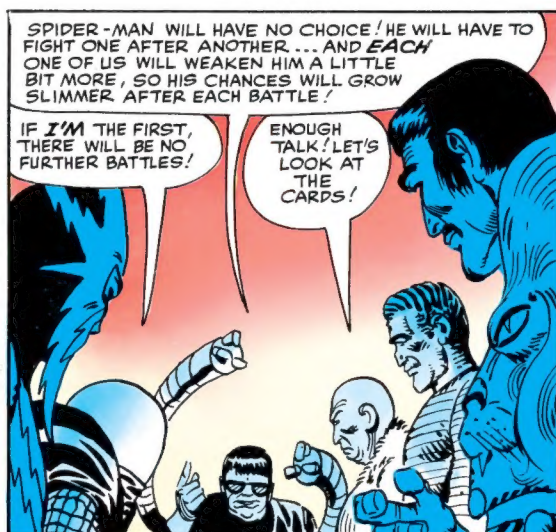
NOW THAT YOU'VE ALL **HAD** YOUR **SAY**, I'LL **TELL** YOU MY **PLAN**! I **BELIEVE** IT WILL **SATISFY** **EACH** OF YOU!

WE WILL **EACH** **DRAW** A **NUMBER**, AND WE WILL **FIGHT** HIM, **ONE** AT A **TIME**, IN THE **ORDER** OF THE **DRAWING**! I HAVE **WORKED** OUT A **DETAILED** **SCHEME** WHICH WILL **FORCE** HIM TO **BATTLE** US! NOW **DRAW**!

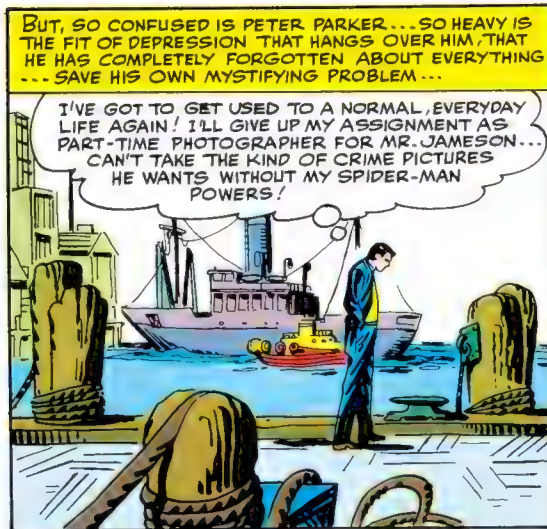
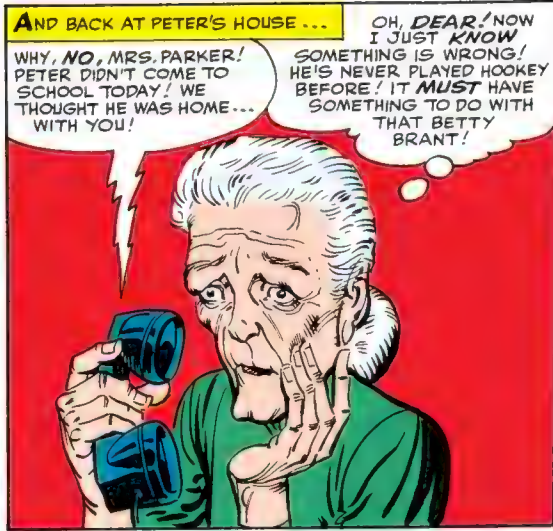
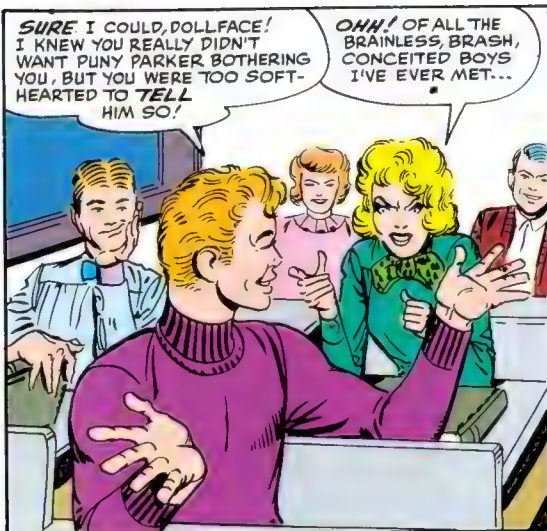
**GOOD!** **ACTION** AT **LAST**!













AT THAT MOMENT, WAITING AT THE ENTRANCE OF THE **DAILY BUGLE** BUILDING, WE FIND...

MISS BRANT... BETTY! MAY I SPEAK WITH YOU FOR A MOMENT?

WHY, MRS. PARKER, OF COURSE YOU MAY! I WAS JUST GOING FOR A CUP OF COFFEE!

WHILE TWO SINISTER FIGURES WATCH NEARBY...

THERE'S THAT BRANT GIRL NOW! BUT WHO'S THAT WITH HER?

WHAT'S THE DIFFERENCE?! WE'LL TAKE THEM BOTH IF WE HAVE TO! LET'S GO!

AND, AT THE WINDOW OF JONAH JAMESON'S PRIVATE OFFICE...

I FORGOT TO ASK BETTY BRANT FOR THE FRISBY FILE! MAYBE I CAN CALL TO HER FROM HERE!

SAY! WHAT'S GOING ON THERE??!

SHE'S WITH PETER PARKER'S AUNT... BUT WHOSE CAR IS SHE GETTING INTO ?? I'D SWEAR THAT'S THE SANDMAN... WITH ELECTRO INSIDE!

WAIT! COME BACK! STOP!!

NO USE! THEY'VE GONE! BUT... WHERE?!

MINUTES LATER...

THEY'RE HERE! ALL RIGHT, VULTURE... GET GOING! YOU KNOW WHAT DO!

AH, MISS BRANT! COME IN! I'VE BEEN EXPECTING YOU! AND WHO IS THAT CHARMING LADY WITH YOU?

SHE SAYS SHE'S THE AUNT OF SOME KID NAMED PETER PARKER, DOC!

IT'S... DOCTOR OCTOPUS! WHY DID YOU HAVE US BROUGHT HERE?

A DOCTOR! HOW NICE! SUCH A CHARMING, SOFT-SPOKEN GENTLEMAN!

YOU MEAN YOU HAVEN'T HEARD OF HIM?! DON'T LET HIS LOOKS DECEIVE YOU, MRS. PARKER!

NOW, NOW, DEAR... WE MUSTN'T BE PREJUDICED AGAINST THE POOR MAN JUST BECAUSE HE SEEMS TO HAVE SOME TROUBLE WITH HIS ARMS!

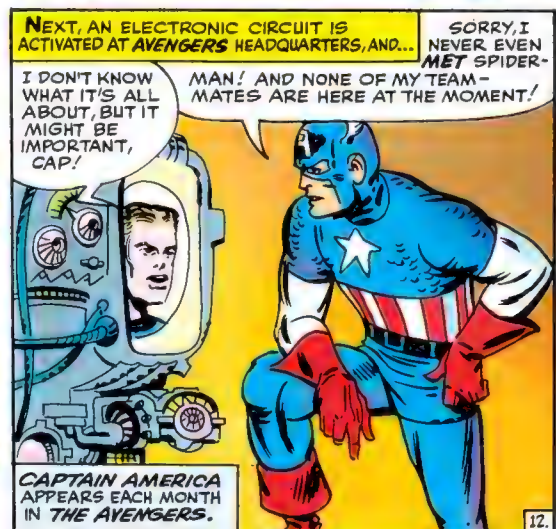
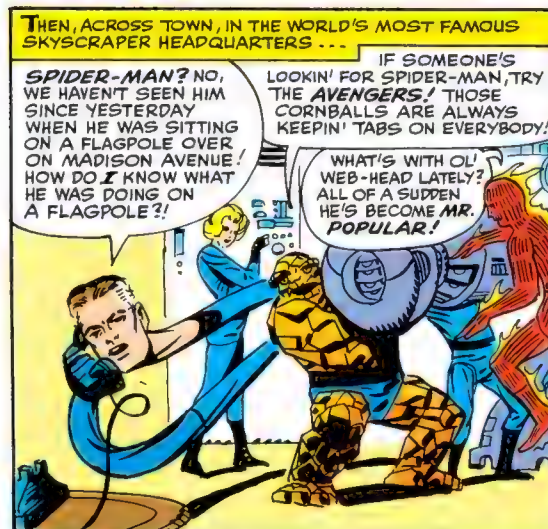
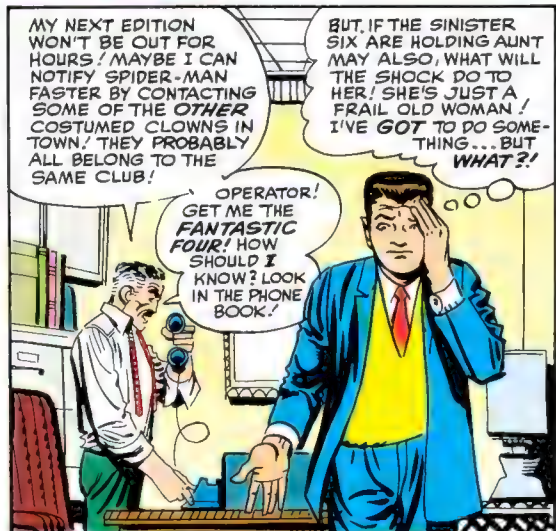
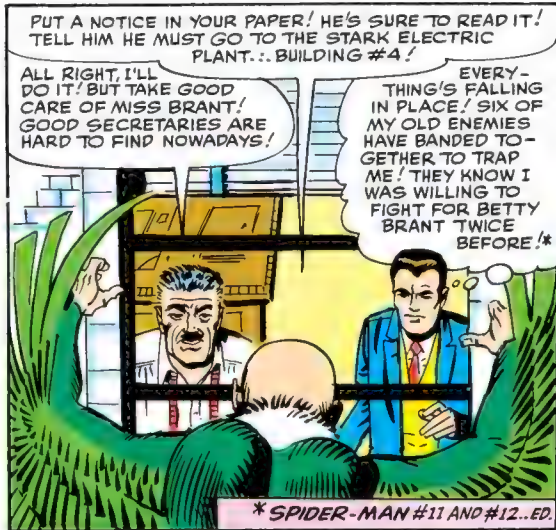
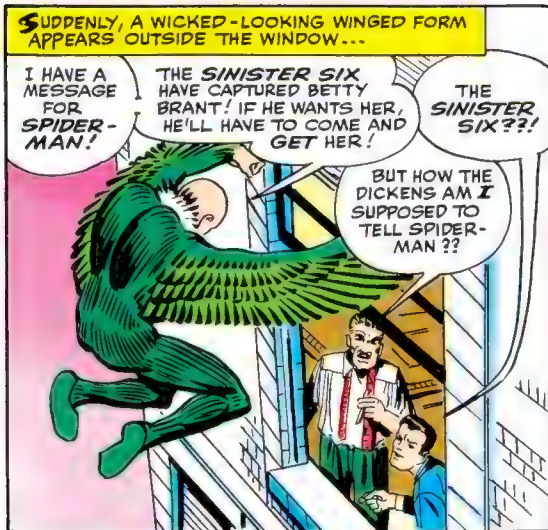
SIT DOWN, PLEASE... MAKE YOURSELVES COMFORTABLE! I'LL HAVE MY ASSOCIATES BRING YOU SOME REFRESHMENTS!

LATER, AFTER A WORRIED PETER PARKER RETURNS HOME AND FINDS HIS AUNT GONE...

I GOT YOUR CALL, MR. JAMESON! YOU SAY YOU THINK YOU SAW MY AUNT GET INTO A CAR WITH BETTY BRANT AND SANDMAN AND ELECTRO?! IT DOESN'T SOUND POSSIBLE!

OKAY, BIG BRAIN! SO IT'S IMPOSSIBLE! SO YOU TELL ME WHERE YOUR AUNT AND MY SECRETARY DISAPPEARED TO!!



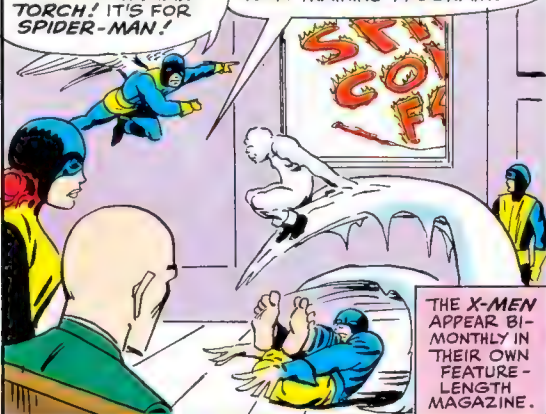




SHORTLY THEREAFTER, IN THE MYSTERIOUS "DANGER ROOM" OF THE UNCANNY X-MEN...

LOOK! A FLAMING MESSAGE IN THE SKY FROM THE HUMAN TORCH! IT'S FOR SPIDER-MAN!

IGNORE IT! IT DOES NOT CONCERN US! CONTINUE WITH YOUR TRAINING PROGRAM!

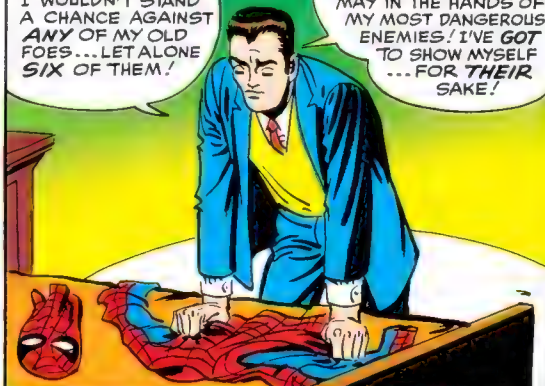


THE X-MEN APPEAR BI-MONTHLY IN THEIR OWN FEATURE-LENGTH MAGAZINE.

MEANWHILE, AS OTHERS SEEK HIM ALL OVER TOWN, THE REAL SPIDER-MAN, IN THE PERSON OF PETER PARKER, DOES SOME BITTER SOUL-SEARCHING AT HOME...

HAVING LOST MY SPIDER POWERS, I WOULDN'T STAND A CHANCE AGAINST ANY OF MY OLD FOES... LET ALONE SIX OF THEM!

BUT I CAN'T SIT BACK AND DO NOTHING! NOT WITH BETTY AND AUNT MAY IN THE HANDS OF MY MOST DANGEROUS ENEMIES! I'VE GOT TO SHOW MYSELF... FOR THEIR SAKE!



AND, IF THIS IS TO BE MY FINISH... AT LEAST I'LL FACE IT... LIKE A MAN!

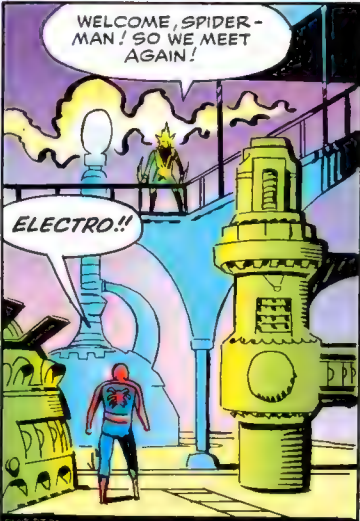


LATER, AT BUILDING #4 OF THE STARK ELECTRIC PLANT, A COSTUMED FIGURE SLOWLY, NERVOUSLY MOUNTS A CATWALK...

BEFORE LOSING MY POWERS, I COULD HAVE REACHED THIS SPOT WITH ONE EFFORTLESS LEAP! BUT NOW... WHAT'S IN STORE FOR ME??

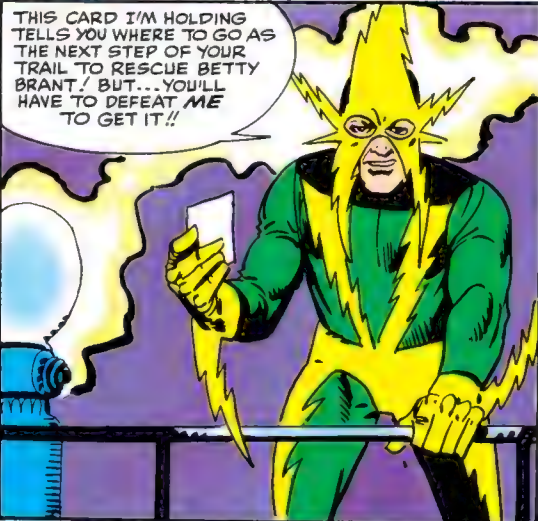


WELCOME, SPIDER-MAN! SO WE MEET AGAIN!



ELECTRO!!

THIS CARD I'M HOLDING TELLS YOU WHERE TO GO AS THE NEXT STEP OF YOUR TRAIL TO RESCUE BETTY BRANT! BUT... YOU'LL HAVE TO DEFEAT ME TO GET IT!!



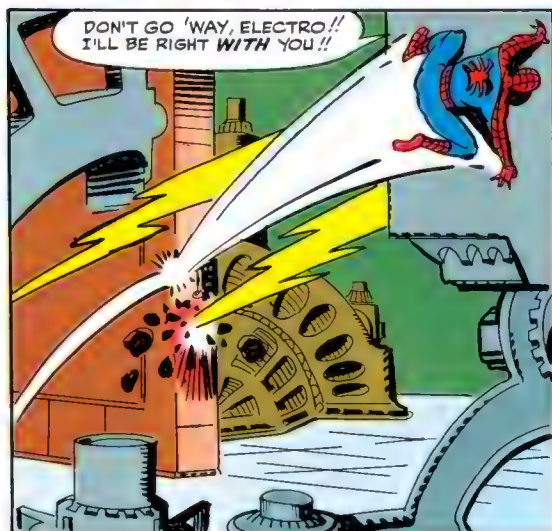
AND, AS YOU CAN SEE... I SELECTED A BATTLE SITE PERFECTLY SUITED FOR MY ELECTRIC POWERS! SO... LET THE JOUST BEGIN!!

HE'S HURLING AN ELECTRIC BOLT AT ME!

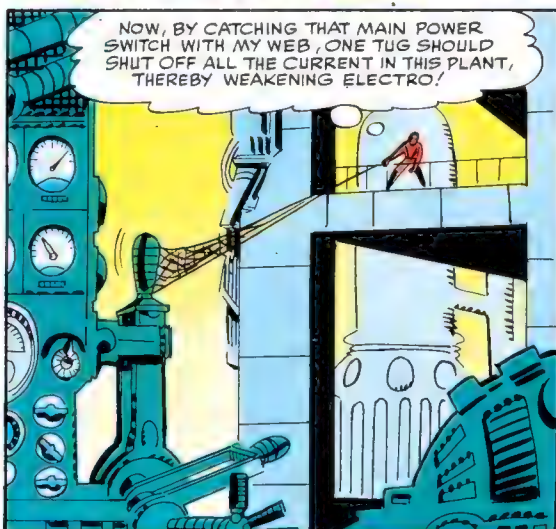
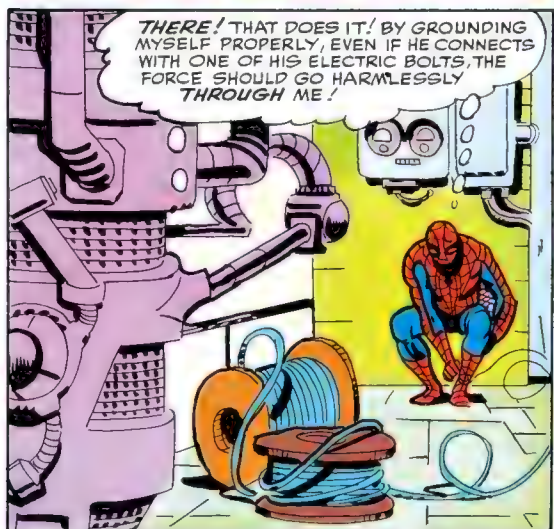
NO! NO! DON'T... STOP!!













AND *NOW*, YOU HIGH-VOLTAGE HEEL, I'LL GIVE YOU SOMETHING TO TALK ABOUT WHEN YOU WAKE UP BACK IN YOUR CELL! YOU CAN TELL ALL THE OTHER CONS HOW IT FEELS TO BE ON THE RECEIVING END OF A KNOCKOUT PUNCH BY YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN!!

WHOP!





PLEASANT DREAMS, SWEETIE! JUST WAIT HERE FOR THE POLICE LIKE A GOOD KID WHILE RELIEVE YOU OF THIS LITTLE CARD!

UH-OH! I'D BETTER GET GOING NOW! I HEAR SOMEONE COMING! BUT WHO CAN IT BE? IT'S A FUNNY SOUND... LIKE **IRON CLANGING** ALONG!!



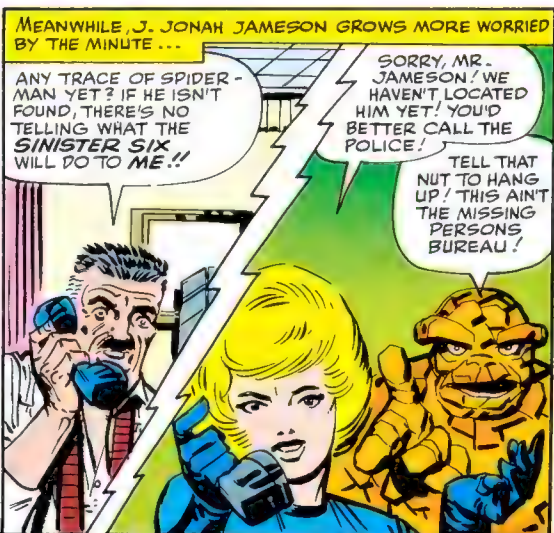
**IRON MAN!!** I SHOULD HAVE GUESSED! YOU'RE MR. STARK'S BODY-GUARD, AREN'T YOU?

THAT'S RIGHT, SPIDER-MAN! WHAT WAS ALL THAT RUCKUS I HEARD? WHAT'S GOING ON HERE??

TONY STARK'S IRON-CLAD ALTER-EGO APPEARS MONTHLY IN **IRON MAN**!



NO TIME TO EXPLAIN NOW, PAL! BUT YOU'LL FIND A RELUCTANT GUEST WAITING FOR YOU ATOP THE MAIN DYNAMO! TAKE GOOD CARE OF HIM!



MEANWHILE, J. JONAH JAMESON GROWS MORE WORRIED BY THE MINUTE...

ANY TRACE OF SPIDER-MAN YET? IF HE ISN'T FOUND, THERE'S NO TELLING WHAT THE **SINISTER SIX** WILL DO TO ME!!

SORRY, MR. JAMESON! WE HAVEN'T LOCATED HIM YET! YOU'D BETTER CALL THE POLICE!

TELL THAT NUT TO HANG UP! THIS AIN'T THE MISSING PERSONS BUREAU!



THEN, AFTER PUTTING DOWN THE PHONE...

I'M EXPECTING A VISITOR LATER! SEE THAT I'M NOT DISTURBED! AND I BETTER NOT FIND OUT YOU'RE GOOFING OFF WHILE I'M IN THERE, UNDERSTAND?

YESSIR, MR. JAMESON!

GO FRY YOUR HAT, YOU OLD SKIN-FLINT!



MEANWHILE, SPIDEY HEADS FOR HIS SECOND UNKNOWN OPPONENT...

THIS IS THE PLACE... JUST ACROSS THE BAY FROM THE WORLD'S FAIR! I WONDER WHAT I'LL FIND HERE?







WITH EVERY NERVE TINGLING... EVERY SENSE HONED TO A RAZOR SHARP EDGE... THE MOST AMAZING HUMAN FIGHTING MACHINE THE WORLD HAS EVER KNOWN GOES INTO ACTION WITH DAZZLING SPEED AND SURGING POWER!

MISSED ME, ALL THREE OF YOU!! THAT *DOES* IT, KRAVEN! YOU *HAD* YOUR CHANCE! WITH *SPIDER-MAN*, THERE AREN'T ANY SECOND TRIES!













I'LL ADMIT YOU'RE NOT THE PERSON I'D LIKE MOST TO BE STUCK ON A DESERT ISLE WITH, BUT SEEIN' AS HOW WE'RE **BOTH** SORT OF IN THE SAME LINE OF WORK, I FIGURED MAYBE I COULD LEND A HAND!

OH, IS *THAT* IT? WELL, I'M SORRY I BLEW UP THE WAY I DID, TORCH!



BUT THIS FIGHT OF MINE IS PRETTY **PERSONAL** ... SO I'LL HANDLE IT **ALONE**!!

OKAY, GUY, IF THAT'S HOW YOU **WANT** IT! ROTS OF RUCK!



MEANWHILE, THE MAN WHO HAS ENGINEERED THE WHOLE COMPLICATED PLAN OF REVENGE AGAINST SPIDER-MAN, WATCHES THE RESULTS SO FAR WITH KEEN INTEREST AND MOUNTING DISAPPOINTMENT...

HMM... SO SPIDER-MAN GOT PAST HIS **SECOND** OBSTACLE, ALSO! WELL, WE'LL HAVE TO BE EVEN **MORE** CAREFUL FROM NOW ON!!



SORRY I'VE BEEN SUCH A POOR HOST, NEGLECTING YOU CHARMING LADIES THIS WAY... BUT I'VE HAD SOME VERY URGENT MATTERS TO ATTEND TO! AND NOW, I HOPE YOU'LL LIKE THIS DANISH PASTRY WITH YOUR COFFEE!

SUCH A CHARMING GENTLEMAN! IT'S A PLEASURE TO MEET SOMEONE WITH SUCH GOOD MANNERS NOWADAYS!



AT THAT VERY MOMENT, IN ANOTHER PART OF TOWN, SPIDER-MAN RECEIVES A RUDE SHOCK!

THIS IS THE **THIRD** ADDRESS I'M SUPPOSED TO... **WAIT!** THE **X-MEN!** BUT... HOW CAN THIS BE??

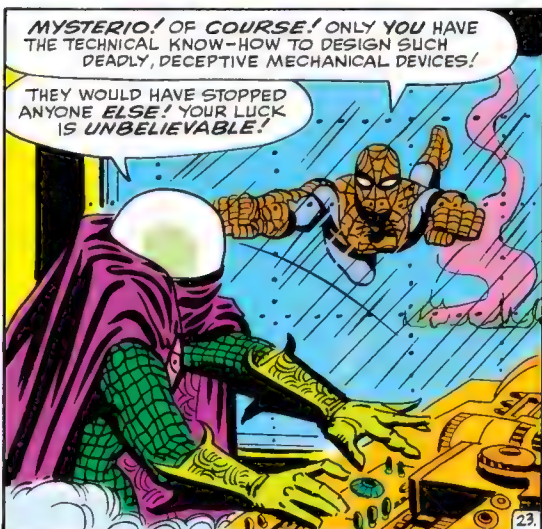
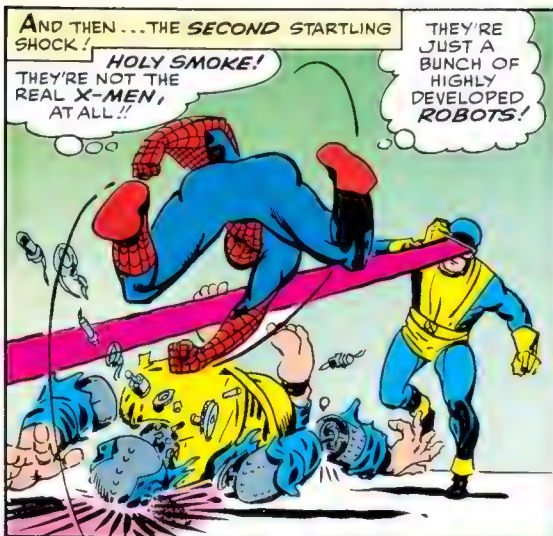


**HOLD IT, YOU GUYS!! WAIT...! IT'S A MISTAKE! I MUST HAVE COME TO THE WRONG ADDRESS! LOOK OUT!**

I DON'T **GET** IT! CYCLOPS IS BLASTING MY WEB WITHOUT GIVING ME A CHANCE TO EXPLAIN!!







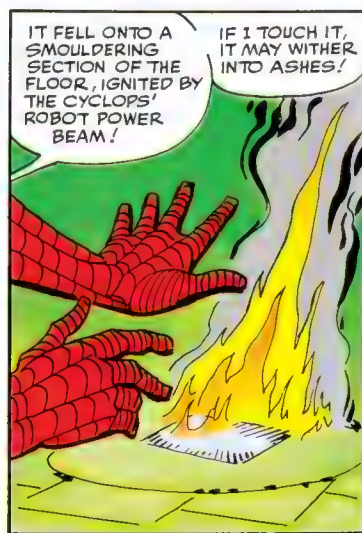


LUCK, YOU CALL IT??  
MISTER, YOU DON'T KNOW  
THE **HALF** OF IT! I'M THE  
ORIGINAL HARD-**LUCK**  
KID!

BUT THAT WON'T STOP ME  
FROM PLAYIN' A DRUM SOLO  
ON THAT GLASS FISHBOWL  
OF YOURS UNLESS YOU GIVE  
ME THE CARD WITH MY FOURTH  
DESTINATION ON IT!!









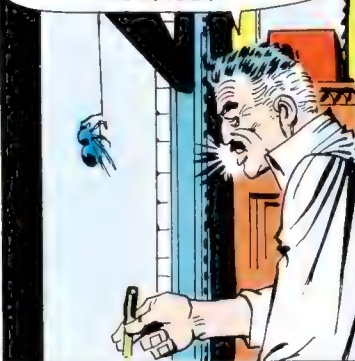
MEANWHILE, BACK AT THE OFFICE OF J. JONAH JAMESON...

WHAT IN SAM HILL HAPPENED TO SPIDER-MAN?? DID HE GET MY MESSAGE?? HOW CAN I KNOW IF... HEY! THERE'S A SPIDER OUTSIDE MY WINDOW!



HMM... IF ANT-MAN CAN TALK TO ANTS, THEN WHY SHOULDN'T SPIDER-MAN... I WONDER...?

WHO ARE YOU? DID SPIDER-MAN SEND YOU? DON'T JUST HANG THERE... GIVE ME THE MESSAGE!



AND OUTSIDE THE DOOR OF J.J.'S PRIVATE OFFICE...

IS OL' SKIN-FLINT TALKIN' TO THAT SPIDER, OR AM I GOIN' NUTS?

IF HE IS, IT'S NOT YOU WHO'S GOING NUTS!

C'MON! I HAVEN'T GOT ALL DAY! WHERE'S SPIDER-MAN?

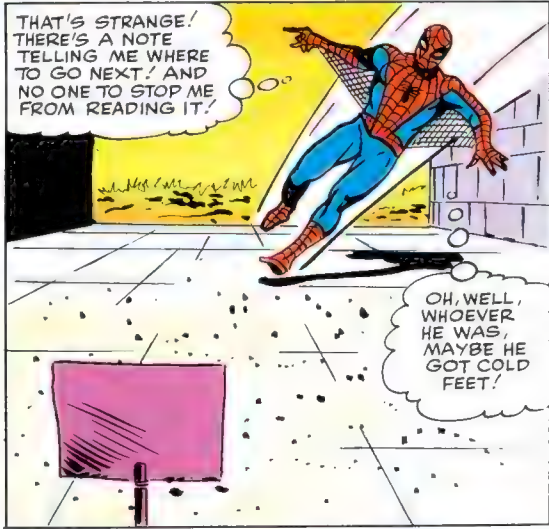


BUT NOW, OUR SCENE CHANGES ONCE AGAIN, AS SPIDER-MAN, HAVING ANALYZED THE MESSAGE ON HIS LAST CARD, REACHES HIS NEXT DESTINATION..

IT'S NOTHING MORE THAN A WALLED-IN COURT. I WONDER WHAT EX-ENEMY IS WAITING TO ATTACK ME HERE?



THAT'S STRANGE! THERE'S A NOTE TELLING ME WHERE TO GO NEXT! AND NO ONE TO STOP ME FROM READING IT!



OH, WELL, WHOEVER HE WAS, MAYBE HE GOT COLD FEET!

BUT THEN, SUDDENLY, A SHAPE TAKES FORM RIGHT BEFORE THE STARTLED YOUTH'S EYES!

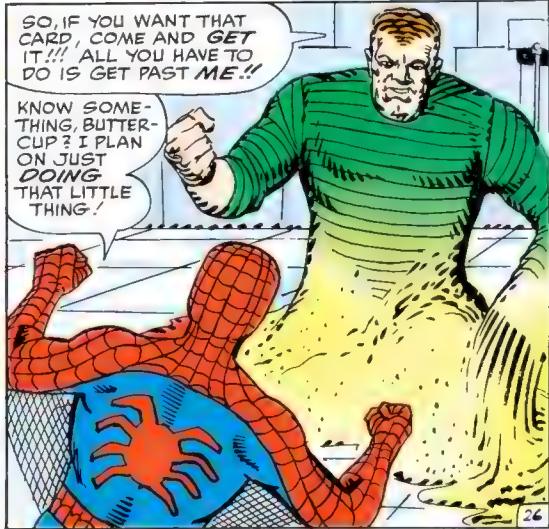
SANDMAN!! I SHOULD HAVE GUESSED IT WOULD BE YOU!!

I'VE WAITED A LONG TIME FOR THIS MOMENT... AND NOW AT LAST IT'S HERE!!



SO, IF YOU WANT THAT CARD, COME AND GET IT!!! ALL YOU HAVE TO DO IS GET PAST ME!!

KNOW SOMETHING, BUTTER-CUP? I PLAN ON JUST DOING THAT LITTLE THING!





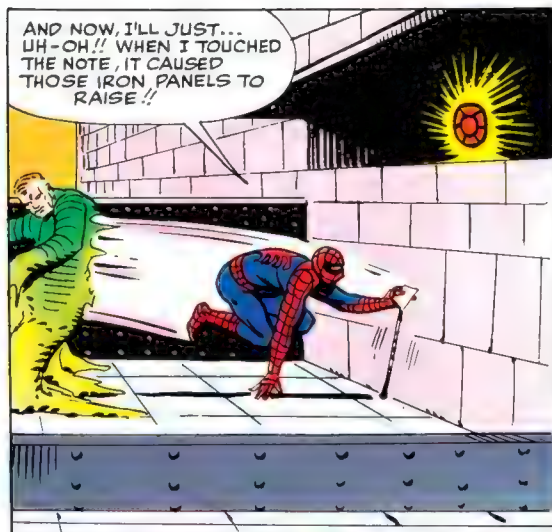
YOU'RE HELPING ME TO BEAT YOU BECAUSE YOU'RE SUCH A **SHOWOFF**, SANDMAN!! IF YOU HAD REMAINED IN YOUR **SANDY** FORM, I WOULDN'T HAVE BEEN ABLE TO WALLOP YOU WITH ALL MY SPIDER STRENGTH...LIKE **THIS!!**

BUT **NO!** YOU HAD TO TAKE FORM IN FRONT OF MY EYES, TO MAKE A **DRAMATIC** APPEARANCE! OKAY, SO YOU IMPRESSED ME!!

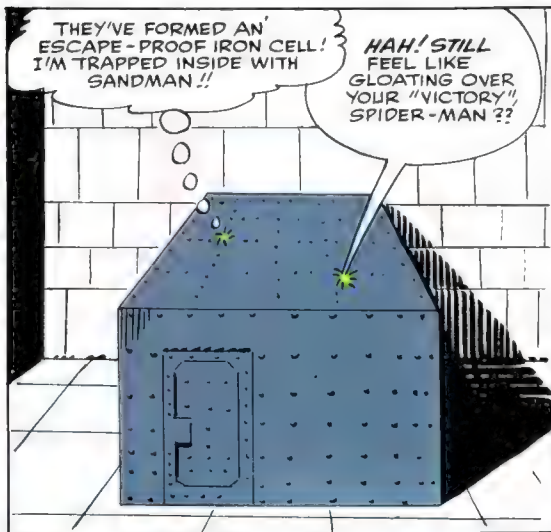
**WHA-P!**





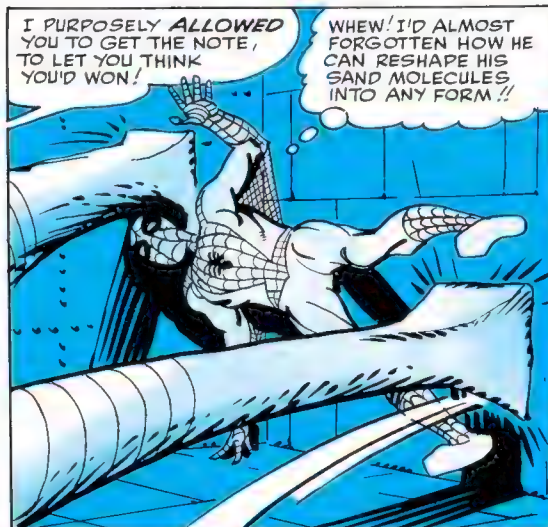


AND NOW, I'LL JUST...  
UH-OH!! WHEN I TOUCHED  
THE NOTE, IT CAUSED  
THOSE IRON PANELS TO  
RAISE!!



THEY'VE FORMED AN  
ESCAPE-PROOF IRON CELL!  
I'M TRAPPED INSIDE WITH  
SANDMAN!!

**HAH! STILL  
FEEL LIKE  
GLOATING OVER  
YOUR "VICTORY"  
SPIDER-MAN??**

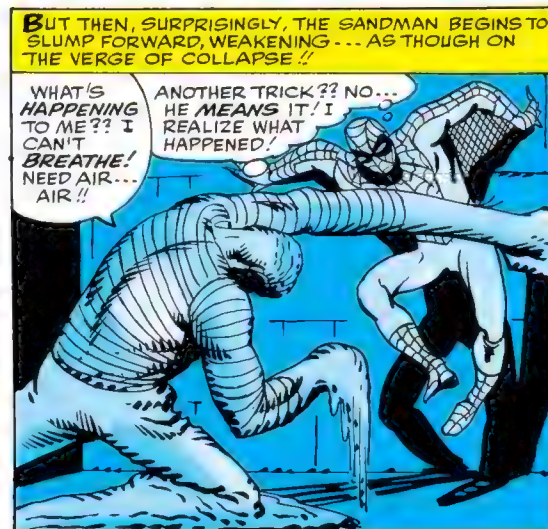


I PURPOSELY ALLOWED  
YOU TO GET THE NOTE,  
TO LET YOU THINK  
YOU'D WON!

WHEW! I'D ALMOST  
FORGOTTEN HOW HE  
CAN RESHAPE HIS  
SAND MOLECULES  
INTO ANY FORM!!



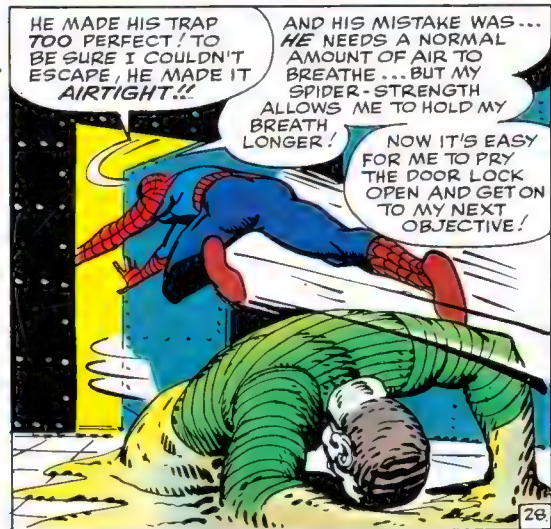
AND NOW, NO MATTER HOW YOU TRY TO  
DODGE MY BLOWS, IT'S ONLY A MATTER OF  
TIME BEFORE I CONNECT WITH YOU! YOU  
CAN'T KEEP DUCKING FOREVER!



**BUT THEN, SURPRISINGLY, THE SANDMAN BEGINS TO  
SLUMP FORWARD, WEAKENING... AS THOUGH ON  
THE VERGE OF COLLAPSE!!**

WHAT'S  
HAPPENING  
TO ME?? I  
CAN'T  
**BREATHE!**  
NEED AIR...  
AIR!!

ANOTHER TRICK?? NO...  
HE MEANS IT! I  
REALIZE WHAT  
HAPPENED!



HE MADE HIS TRAP  
TOO PERFECT! TO  
BE SURE I COULDN'T  
ESCAPE, HE MADE IT  
**AIRTIGHT!!**

AND HIS MISTAKE WAS...  
**HE** NEEDS A NORMAL  
AMOUNT OF AIR TO  
BREATHE... BUT MY  
SPIDER-STRENGTH  
ALLOWS ME TO HOLD MY  
BREATH  
LONGER!

NOW IT'S EASY  
FOR ME TO PRY  
THE DOOR LOCK  
OPEN AND GET ON  
TO MY NEXT  
OBJECTIVE!



AND BY **THIS** TIME, J.J. JAMESON HAS REALIZED THAT SPIDERS CAN'T, OR WON'T TALK, AND SO...

I HOPE NOBODY NOTICED ME SHOUTING AT THAT BLAMED SPIDER!!

SAY! WHAT ARE ALL MY COMPETITORS' NEWSPAPERS DOING HERE?

IT'S THE ONLY WAY WE COULD LEARN WHAT'S HAPPENING WITH **SPIDER-MAN!** THEY'VE ALL BEEN PRINTING EXTRAS EXCEPT US!

YOU BLITHERING NUMB-SKULL!! WHY DIDN'T YOU TELL ME?? WHY DIDN'T WE PRINT AN EXTRA, TOO?

YOU SAID YOU DIDN'T WANT TO BE DISTURBED! AND WE CAN'T GO TO PRESS WITHOUT YOUR O.K.!

OH, NO!! EVERYBODY IN TOWN HAS SCOOPED ME... ON MY OWN STORY!!

WHILE BACK AT THE HEADQUARTERS OF A THOUGHTFUL DOCTOR OCTOPUS...

I NEVER THOUGHT SPIDER-MAN WOULD DO SO WELL! ONLY THE **VULTURE** REMAINS TO OPPOSE HIM!

I'D BETTER MAKE SOME NEW PLANS, IN CASE HE REACHES HERE!

I'M SO SORRY THAT YOU'VE BECOME INVOLVED IN ALL THIS, MRS. PARKER!

OH, THAT'S ALL RIGHT, DEAR! I JUST HOPE THAT PETER ISN'T TOO WORRIED ABOUT ME! THE DEAR BOY IS SO NERVOUS AND HIGH-STRUNG!

AND, AT THAT MOMENT, AUNT MAY'S "NERVOUS, HIGH-STRUNG" NEPHEW IS MEETING HIS FORMER FLYING FOE FACE-TO-FACE AGAIN!

THE **VULTURE!!!**

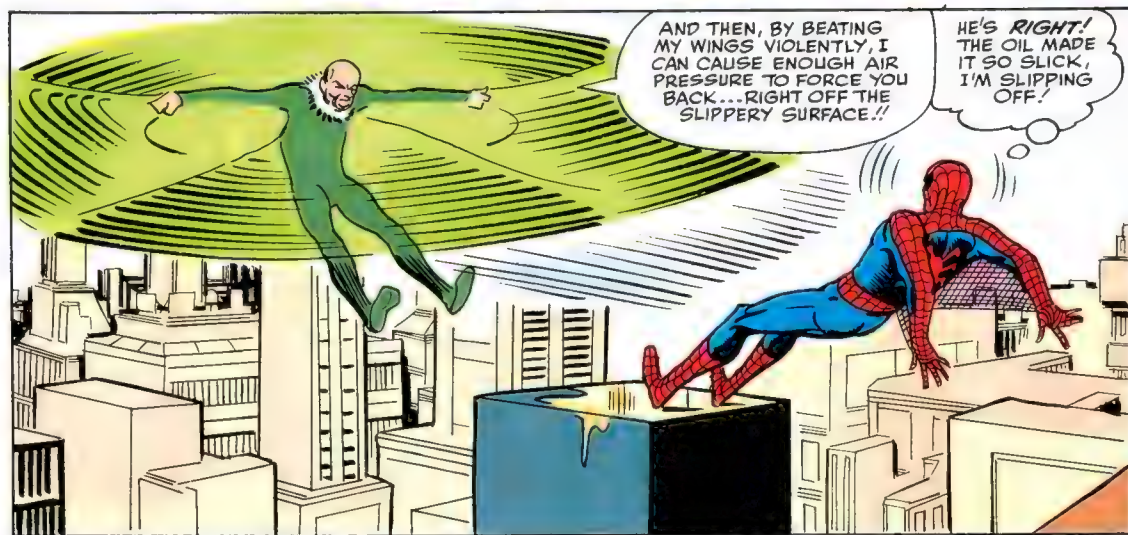
I AM THE LAST ON YOUR LIST, SPIDER-MAN... BECAUSE I AM THE MOST DANGEROUS OF ALL!

ONLY I CAN TELL YOU WHERE TO FIND BETTY BRANT... BUT IF YOU WANT A CHANCE TO FIGHT ME, YOU MUST DO IT MY WAY!

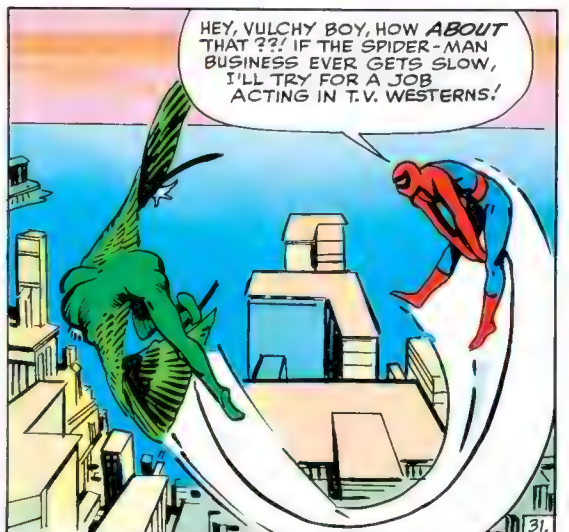
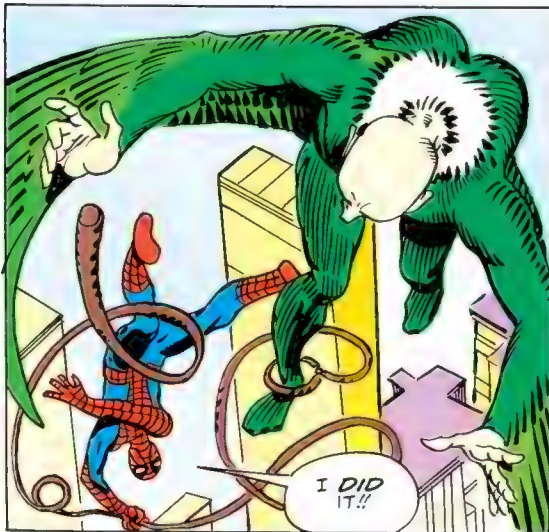
EACH TIME WE FOUGHT IN THE PAST, YOU DEFEATED ME WITH YOUR ACCURSED **WEB!** IF YOU WANT ANOTHER CHANCE YOU MUST REMOVE YOUR WEBBING DEVICE... OR ELSE I'LL SIMPLY FLY OFF!

LOOKS LIKE YOU LEAVE ME NO CHOICE!











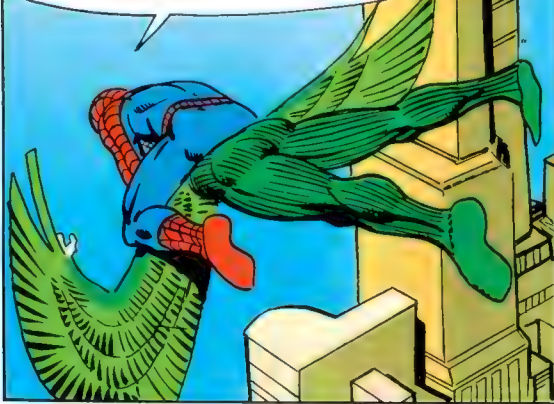
AND NOW, YOU WING-  
FLAPPIN' WEASEL, I'M  
GONNA CLIP YOUR PIN  
FEATHERS FOR YOU!!

...UNLESS YOU TELL  
ME WHERE TO FIND  
BETTY BRANT...AND  
I MEAN RIGHT NOW,  
HEAR??

SURE, I'LL TELL YOU!  
YOU'LL NEVER BE ABLE TO  
LEAVE THE PLACE ALIVE,  
ANYWAY! AND IF YOU DO...  
WE'LL MEET AGAIN, SPIDER-  
MAN... I'LL SEE TO THAT!



THAT'S OKAY WITH **ME**, FLY BOY! YOU KNOW YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN IS ALWAYS AVAILABLE FOR WEDDINGS, BAR-MITZVAHS, AND ALL SORTS OF FUN THINGS! NOW FLY ME BACK TO WHERE I LEFT MY WEBBING... GIDDYAP!



EXACTLY SIXTY SECONDS LATER...

NOW YOU JUST STAY THERE, ALL NICE AND SNUG, WHILE SPIDEY GOES BYE-BYE! IF YOU GET LONELY, JUST WAVE TO THE NICE PEOPLE BELOW!!



BUT THE VULTURE ISN'T THE ONLY ONE WHOSE THOUGHTS ARE UNPRINTABLE AT THAT MOMENT...

MR. JAMESON, OUR NEWSDEALERS REPORT WE HAVEN'T SOLD A NEWSPAPER IN THE PAST HOUR!

NATURALLY!! ALL THE **OTHER** PAPERS HAVE COME OUT WITH SPIDER-MAN EXTRAS ... EXCEPT **US**! GET OUT OF HERE... LET ME SUFFER IN PEACE!



AND, WHAT OF THE OMINOUS **DOCTOR OCTOPUS**..?

I HOPE YOU LADIES WILL EXCUSE ME FOR A WHILE! I'M EXPECTING ANOTHER, EH, **VISITOR**, TO ARRIVE SHORTLY!

BUT WHAT ABOUT **US**?

DON'T WORRY, MISS BRANT... I'LL BE **BACK**!



MRS. PARKER!! WHAT DO YOU SUPPOSE HE MEANT BY **THAT**??

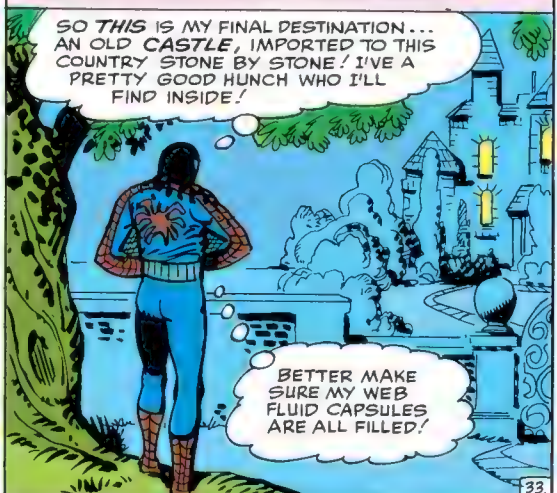
I DON'T KNOW, MY DEAR! BUT DOESN'T HE HAVE THE MOST **CHARMING** MANNERS? HE'S SO WELL-SPOKEN!



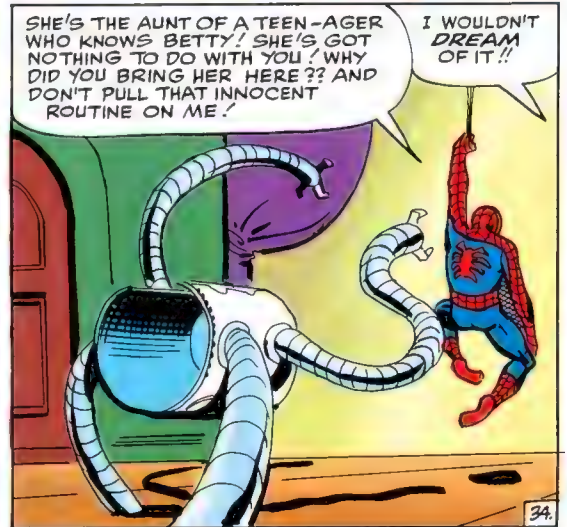
AND, JUST A FEW HUNDRED YARDS AWAY...

SO **THIS** IS MY FINAL DESTINATION... AN OLD **CASTLE**, IMPORTED TO THIS COUNTRY STONE BY STONE! I'VE A PRETTY GOOD HUNCH WHO I'LL FIND INSIDE!

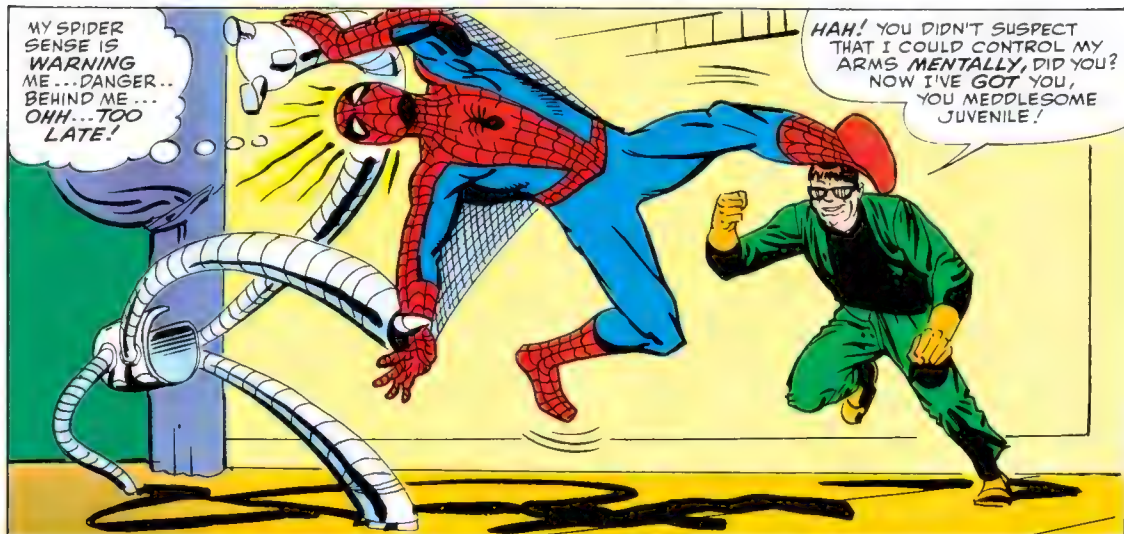
BETTER MAKE SURE MY WEB FLUID CAPSULES ARE ALL FILLED!



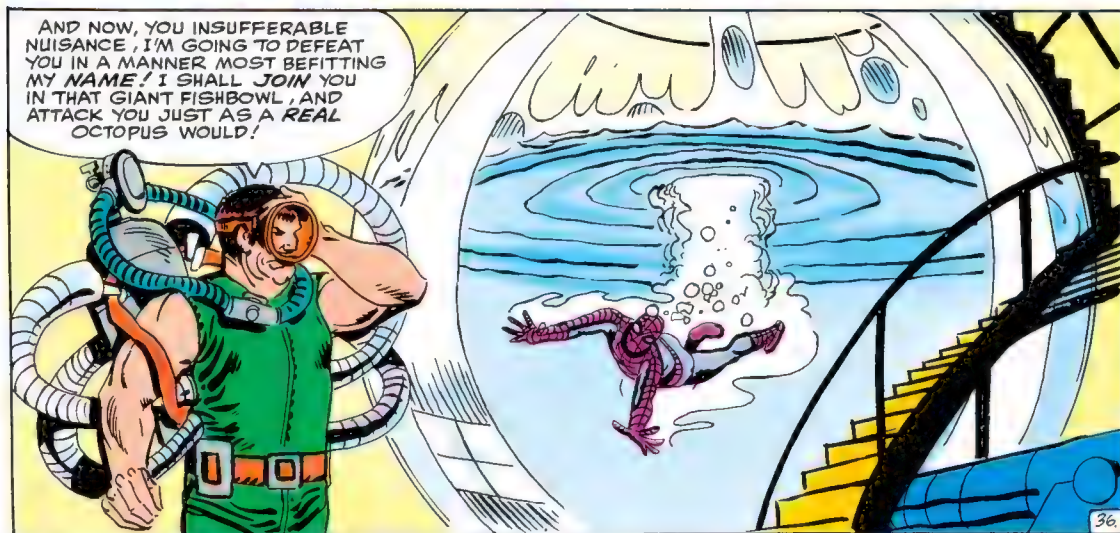
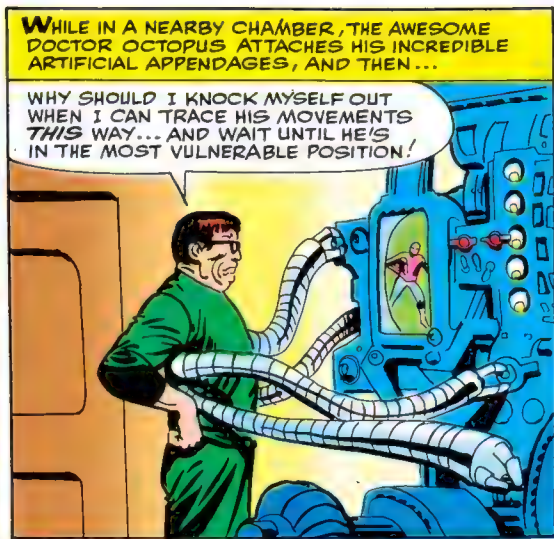













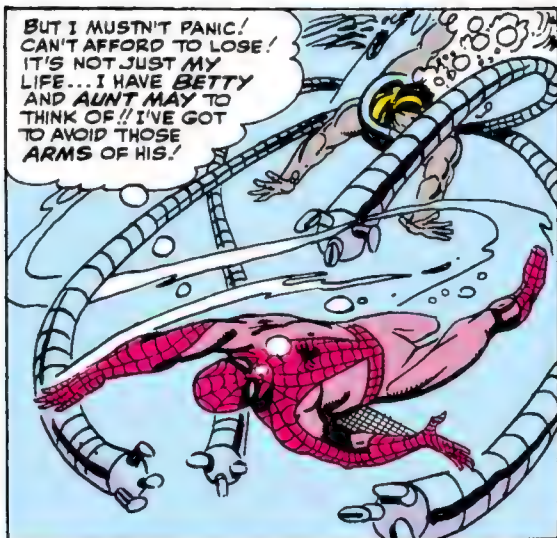


A comic book panel showing Spider-Man in his red and blue suit underwater. He is being held by a large, mechanical, blue and white octopus-like creature with multiple tentacles. Spider-Man is upside down, looking up at the creature. In the background, a diver in a yellow and black suit is also underwater, looking towards the octopus. The scene is filled with bubbles and water splashes.

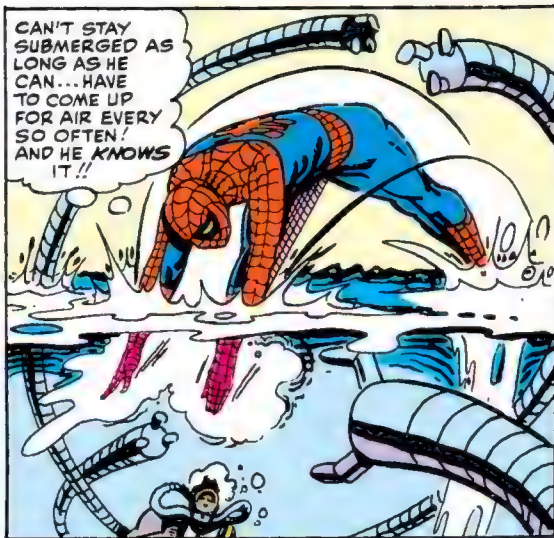
IF YOU'VE ANY LAST WORDS TO UTTER,  
SPIDER-MAN, SAY THEM NOW...OH, I'M  
SORRY! I FORGOT YOU CANNOT HEAR ME  
THROUGH MY AIR MASK! WHAT A PITY...I  
NEGLECTED TO FURNISH ONE FOR YOU!

I'VE BEEN IN TIGHT  
SPOTS *BEFORE*... BUT  
SOMETHING TELLS ME  
THEY'RE GONNA SEEM  
LIKE *PICNICS* COMPARED  
TO THE JAM I'M IN *NOW*!





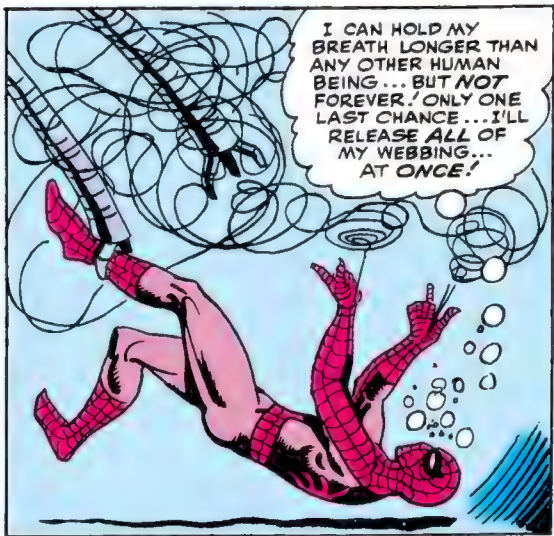
BUT I MUSTN'T PANIC!  
CAN'T AFFORD TO LOSE!  
IT'S NOT JUST MY  
LIFE... I HAVE **BETTY**  
AND **AUNT MAY** TO  
THINK OF!! I'VE GOT  
TO AVOID THOSE  
ARMS OF HIS!



CAN'T STAY  
SUBMERGED AS  
LONG AS HE  
CAN... HAVE  
TO COME UP  
FOR AIR EVERY  
SO OFTEN!  
AND HE **KNOWS**  
IT!!



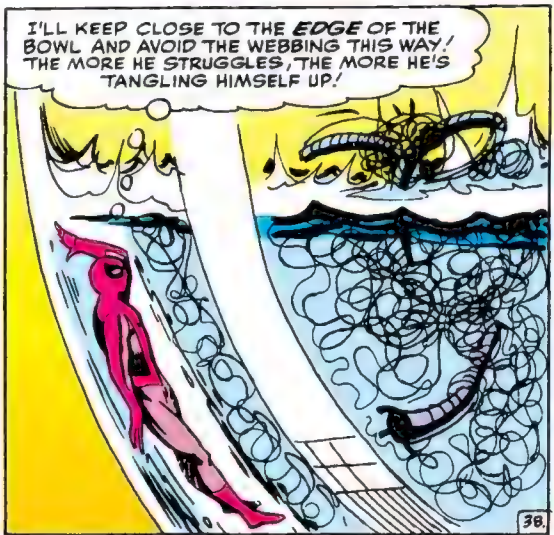
JUST WHAT I **FEARED!**  
HE GRABBED MY FOOT  
WHEN I WENT TO THE  
SURFACE! HE'S STARTING  
TO PULL ME DOWN NOW!!



I CAN HOLD MY  
BREATH LONGER THAN  
ANY OTHER HUMAN  
BEING... BUT **NOT**  
FOREVER! ONLY ONE  
LAST CHANCE... I'LL  
RELEASE **ALL** OF  
MY WEBBING...  
AT **ONCE!**

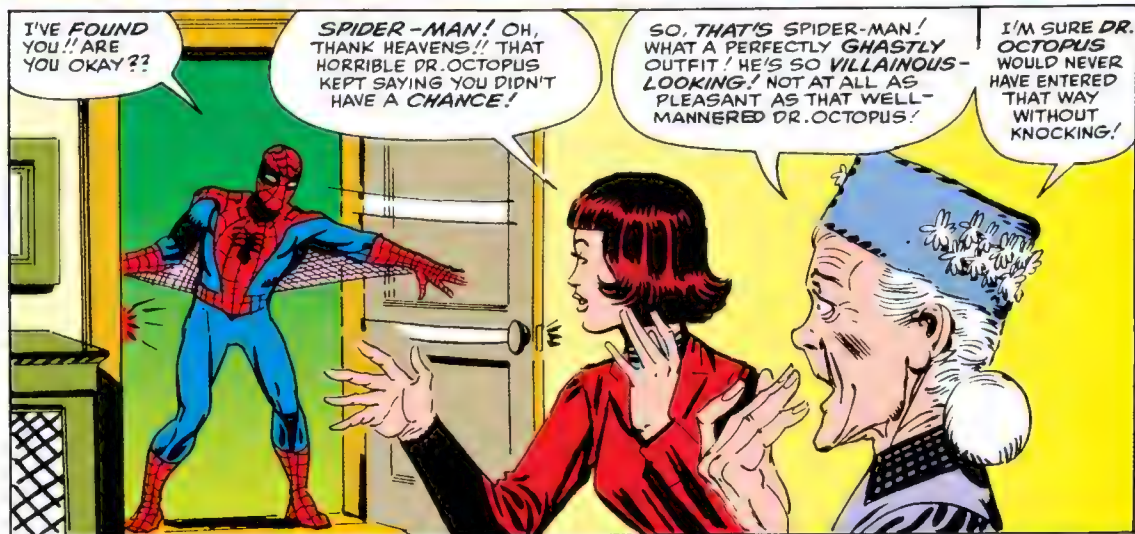
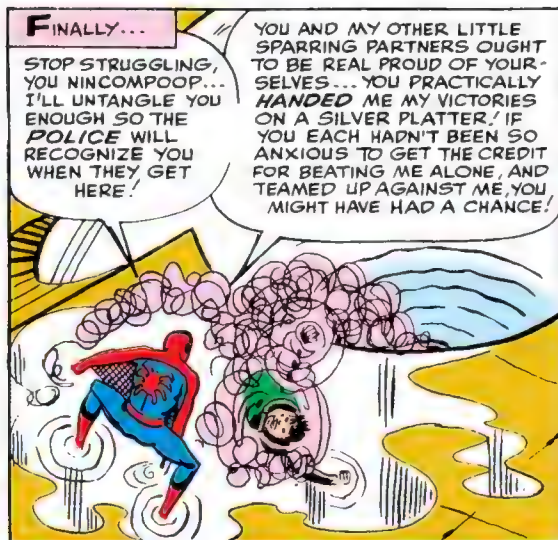


IT'S **WORKING!** THE THIN,  
STRONG STRANDS OF WEB  
ARE  
ENTANGLING HIS ARMS LIKE SEAWEED...  
HE'S HAVING TROUBLE CONTROLLING  
THEM!! MY LEG IS **FREE!**

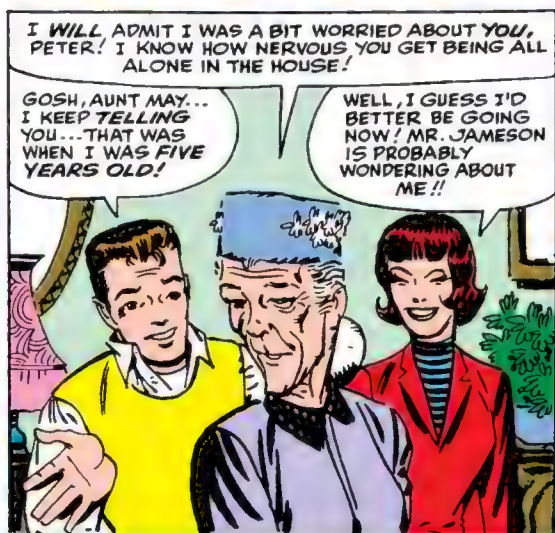


I'LL KEEP CLOSE TO THE **EDGE** OF THE  
BOWL AND AVOID THE WEBBING THIS WAY!  
THE MORE HE STRUGGLES, THE MORE HE'S  
TANGLING HIMSELF UP!

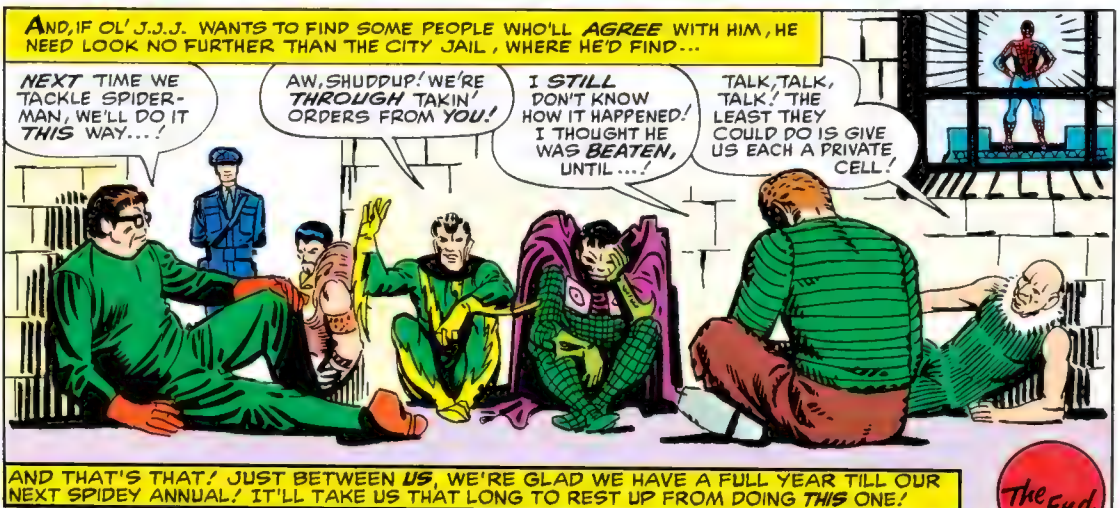
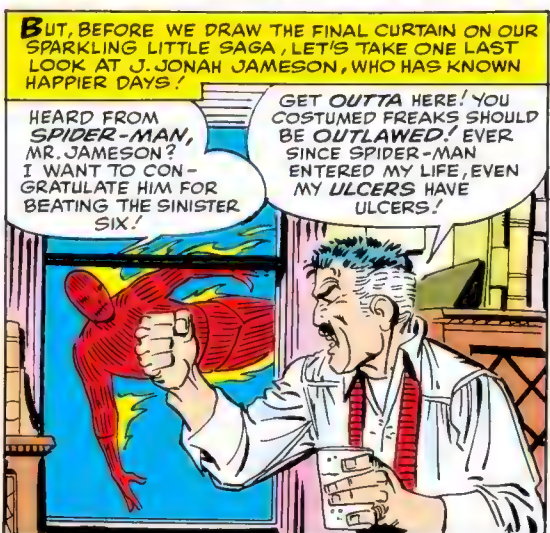












AND THAT'S THAT! JUST BETWEEN US, WE'RE GLAD WE HAVE A FULL YEAR TILL OUR NEXT SPIDEY ANNUAL! IT'LL TAKE US THAT LONG TO REST UP FROM DOING **THIS** ONE!

The End



**A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!**

# *the* **BURGLAR**

FIRST APPEARED  
IN...

**AMAZING  
FANTASY**

**15  
AUG.**

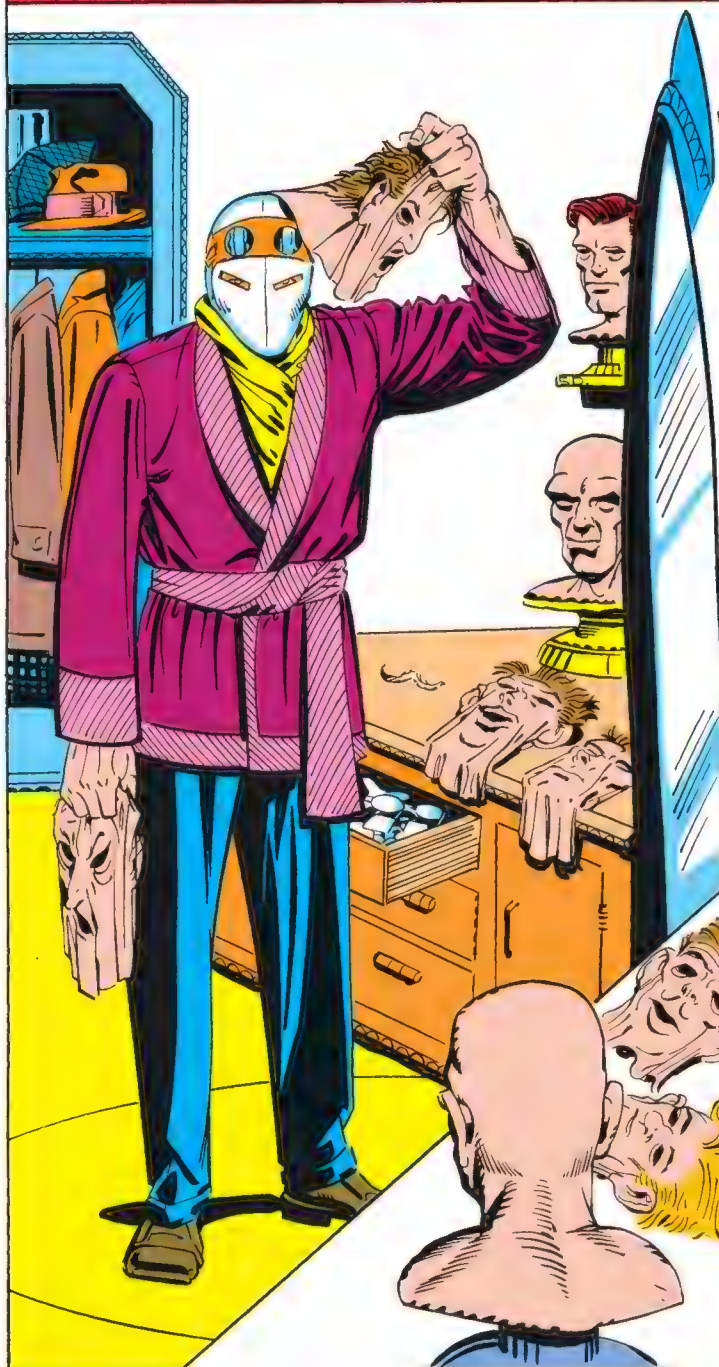
**THIS UNNAMED THIEF IS THE MAN RESPONSIBLE FOR SPIDER-MAN'S VOW TO USE HIS GREAT POWERS TO COMBAT CRIME! FOR, IT WAS THIS ARMED THUG WHO CAUSED THE DEATH OF PETER PARKER'S BELOVED UNCLE, BEN PARKER! ONE FATAL, COWARDLY SHOT... ONE MOMENT OF STARK TRAGEDY, AND A LEGEND WAS BORN!**





A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

# THE CHAMELEON



FIRST APPEARED  
IN...



A NEW ERA IN COMICDOM WAS BORN WITH THE INTRODUCTION OF THE CHAMELEON! THE TITLE "AMAZING FANTASY" WAS CHANGED TO "THE AMAZING SPIDER-MAN", AND SPIDEY FOUGHT HIS FIRST COLORFUL SUPER-FOE!

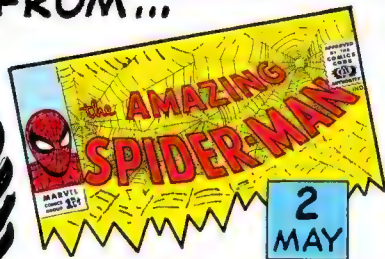
TO THIS DAY, NO ONE HAS EVER LEARNED THE TRUE IDENTITY OF THE MAN WHO CAN TRANSFORM HIMSELF INTO ANYBODY! SO SUCCESSFUL IS THE CHAMELEON'S POWER OF DISGUISE THAT HE ALMOST CONVINCED THE POLICE THAT HE WAS SPIDER-MAN DURING THEIR FIRST UNFORGETTABLE ENCOUNTER!



A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

# The VULTURE

FROM...



FANDOM WILL NEVER FORGET THE FIRST BATTLE BETWEEN THE VULTURE AND SPIDER-MAN! HIGH ABOVE THE TOWERING SKYSCRAPERS THEY FOUGHT, THE MYSTERIOUS WINGED MENACE, AND THE TEEN-AGE CRIME-FIGHTER WHO HAD NEVER YET BATTLED SO DANGEROUS, SO POWERFUL A FOE!

ACTUALLY, IT WAS IN THIS EPIC BATTLE THAT SPIDER-MAN IS SAID TO HAVE TRULY UNDERGONE HIS BAPTISM OF FIRE!





**A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!**

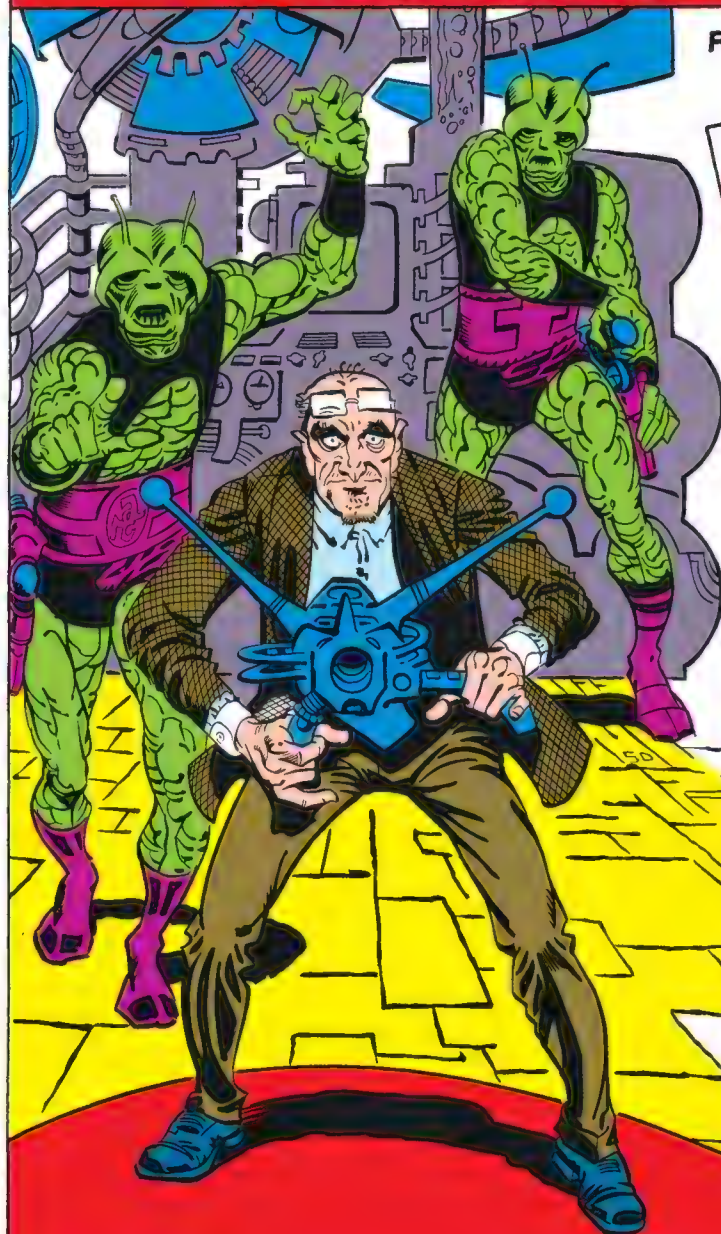
# *The* **TERRIBLE TINKERER**

FIRST APPEARED  
IN...



THIS STRANGE FOE IS CHIEFLY TO BE REMEMBERED BECAUSE OF THE FACT THAT HE HAS BEEN THE FIRST, AND THE ONLY ALIEN MENACE SPIDER-MAN HAS EVER FOUGHT!

LITTLE DID THE AMAZING TEEN-AGER DREAM, AS HE VENTURED INTO THE TINKERER'S GLOOMY SHOP, THAT THE FATE OF HIS ENTIRE PLANET HUNG UPON SPIDER-MAN'S VICTORY AGAINST ALMOST HOPELESS ODDS!





**A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!**

# DR. OCTOPUS

FIRST APPEARED  
IN...



YOU ARE GAZING AT ONE OF THE MOST POWERFUL, MOST DANGEROUS, MOST UNCANNY MORTALS ON THE FACE OF THE EARTH! BORN OTTO OCTAVIOUS, HE WAS ONE OF THE NATION'S LEADING ATOMIC SCIENTISTS, USING HIS INGENUOUS ARTIFICIAL ARMS TO PERFORM EXPERIMENTS FROM BEHIND A LEAD WALL WHICH SHIELDED HIM FROM RADIATION! BUT, A FREAK NUCLEAR ACCIDENT MADE HIS ARMS LIKE LIVING THINGS, AND DOCTOR OCTOPUS WAS BORN!





**A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!**

# SANDMAN

FIRST APPEARED  
IN...



POSSIBLY ONE OF  
THE MOST TRULY  
ORIGINAL, TRULY  
UNIQUE VILLAINS  
IN THIS, THE  
MARVEL AGE  
OF COMICS!



FLINT MARKO HAD SPENT A LARGE PORTION OF HIS LIFE IN PRISON! A HABITUAL OFFENDER, HE WAS KNOWN AS ONE OF THE MOST INCORRIGIBLE PRISONERS AT MANY OF THE NATION'S MAXIMUM SECURITY JAILS! BUT, ONE NIGHT, DURING AN ATTEMPTED ESCAPE, HE HID ON A BEACH, NEAR THE SCENE OF AN ATOMIC TEST EXPLOSION! THERE, BY SOME INCREDIBLE ACCIDENT, THE MOLECULES OF HIS BODY MERGED WITH THE SAND UNDER HIS FEET, AND HIS BODY TOOK ON THE QUALITIES OF THE SAND ITSELF -- BECOMING VIRTUALLY INDESTRUCTIBLE! TO THIS VERY DAY, SANDMAN IS REGARDED BY PENAL AUTHORITIES AS ALMOST IMPOSSIBLE TO KEEP IMPRISONED!



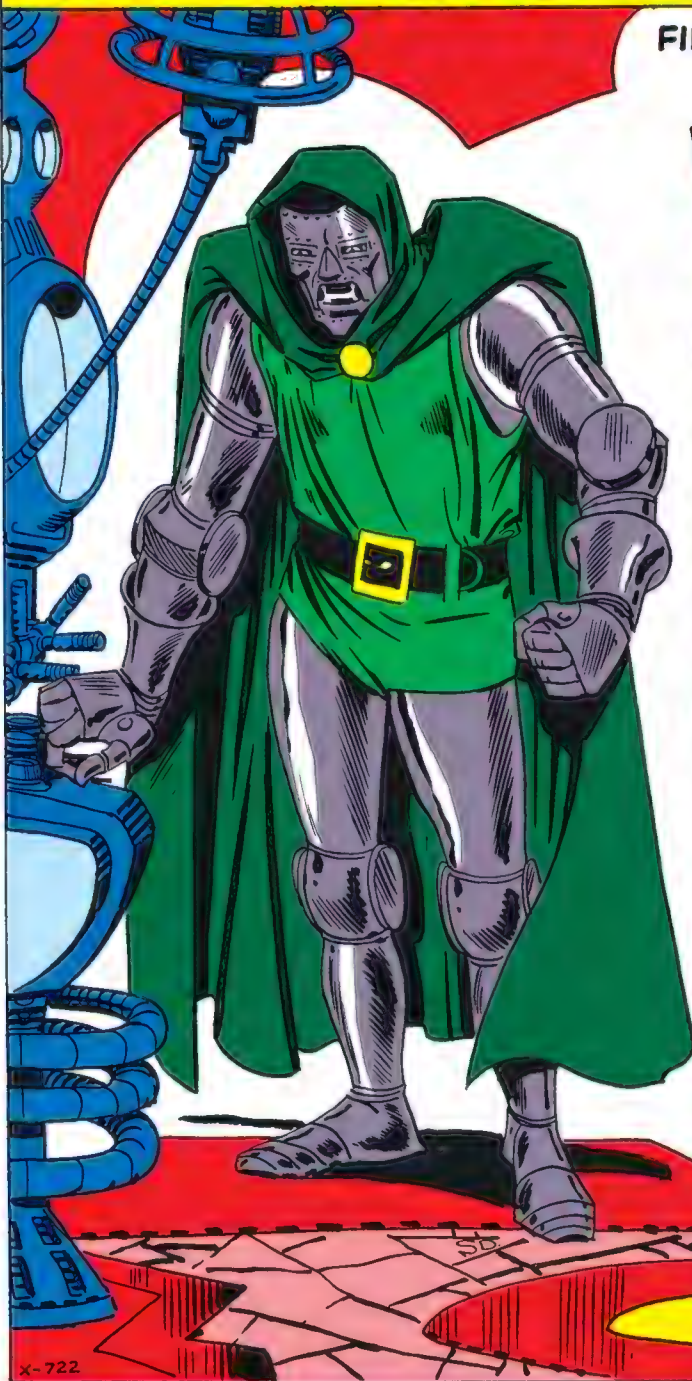
A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

# DOCTOR DOOM

FIRST APPEARED  
IN...



WHAT CAN WE SAY ABOUT THIS, THE MOST BRILLIANT, MOST FEARED, MOST NOTORIOUS ARCH-VILLAIN OF OUR AGE? AS EVERY READER OF THE FABULOUS FANTASTIC FOUR KNOWS, DR. DOOM'S MASTERY OF SCIENCE IS EQUALLED ONLY BY REED RICHARDS, THE MAN HE HAS SWORN TO DESTROY! FOR A MORE COMPLETE AND COMPREHENSIVE HISTORY OF COMICDOM'S MASTER EVIL-DOER, BE SURE TO READ THE FANTASTIC FOUR ANNUAL #2, ON SALE THIS SUMMER, WHICH FEATURES AN ALL-NEW, THRILLING DOUBLE-LENGTH EPIC... "THE SECRETS OF DOCTOR DOOM!"





**A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!**

# The LIZARD

FIRST APPEARED  
IN...



UNLIKE MOST OF SPIDER-MAN'S OTHER FOES, THE LIZARD WAS NOT TRULY EVIL, BUT RATHER AN UNFORTUNATE VICTIM OF FATE, TRANSFORMED FROM A PEACEFUL, FAMILY-LOVING REPTILE EXPERT INTO ONE OF SPIDEY'S MOST OFF-BEAT ENEMIES! BUT TO-DAY, HE IS NORMAL AGAIN, THANKS TO THE AMAZING SPIDER-MAN!





A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

# The Living BRAIN

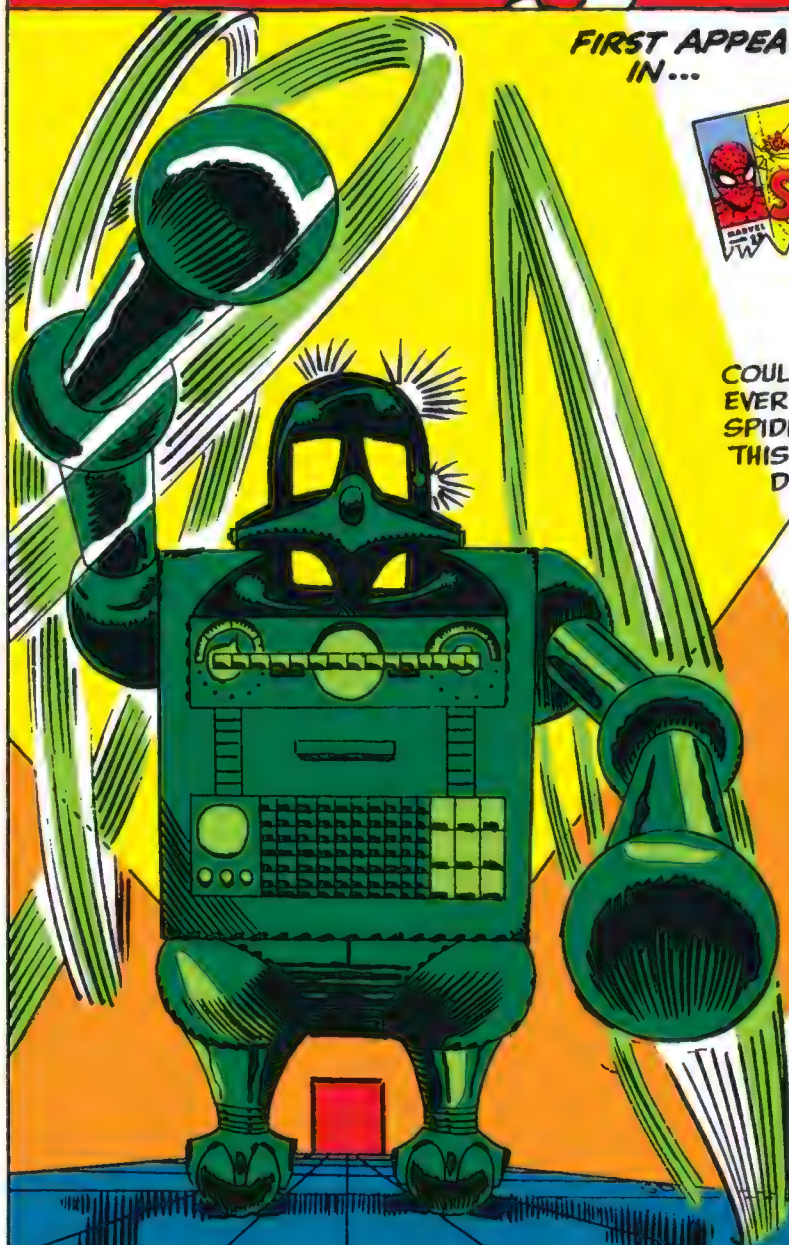
FIRST APPEARED  
IN...



COULD A MERE MACHINE  
EVER DEFEAT THE AMAZING  
SPIDER-MAN ?? WELL,  
THIS MACHINE ALMOST  
DID! FOR, YOU SEE

BEFORE YOU ONE OF  
THE WONDERS OF  
THE AGE...A MACHINE  
OF ALMOST LIMIT-  
LESS STRENGTH,  
APPARENTLY IN-  
DESTRUCTIBLE, AND  
CAPABLE OF THINK-  
ING MANY TIMES  
FASTER THAN ANY  
HUMAN BRAIN!

BUILT TO APPROXI-  
MATE THE HUMAN  
FORM, IT REQUIRED  
EVERY BIT OF POWER,  
AGILITY, AND  
CUNNING WHICH  
SPIDER-MAN  
POSSESSED TO  
END THE ELECTRONIC  
MENACE OF THIS  
STRANGE  
MACHINE!





A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

# ELECTRO

FIRST APPEARED  
IN...



9  
FEB.



ALL THE UNLEASHED POWERS OF ELECTRICITY ARE HIS! FOR HE IS THE MASTER OF ONE OF EARTH'S GREATEST FORMS OF ENERGY! ORIGINALLY AN UNKNOWN ELECTRIC LINEMAN NAMED MAX DILLON, HE BECAME ONE OF THE MOST POWERFUL CRIMINALS OF ALL WHEN A CHANCE LIGHTNING BOLT STRUCK HIM WHILE HE WAS ATOP AN ELECTRIC POLE! KNOWN FOR THE SINISTERLY CLEVER USES TO WHICH HE PUTS HIS AWESOME POWER, ELECTRO IS TRULY ONE OF THE MOST UNUSUAL VILLAINS RAMPANT TODAY!



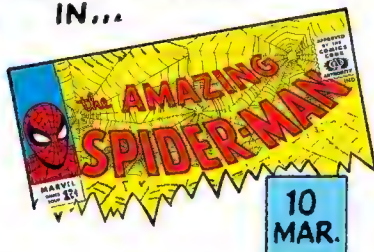
A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

# The ENFORCERS

and

THE  
BIG  
MAN

FIRST APPEARED  
IN...



10  
MAR.



READING FROM TOP TO  
BOTTOM, WE PRESENT...

**THE OX**, EX-CIRCUS  
STRONGMAN WITH THE  
MIND OF A CHILD!

**MONTANA**, THE WESTERN  
ROPE-WIZARD WHO CAN  
MAKE HIS LASSO DO

EVERYTHING BUT TALK!

**FANCY DAN**, WHOSE  
SMALL SIZE BELIES

THE SPEED AND  
ACCURACY OF HIS  
POTENT JUDO AND  
KARATE BLOWS!

PUT THEM ALL  
TOGETHER AND  
YOU HAVE A TEAM  
OF CRIMINALS  
NO CRIME-FIGHTER  
WOULD DARE TO  
EVER TURN HIS  
BACK UPON!

**THE BIG MAN**,  
ALTHOUGH POSSESSING  
NO SPECIAL POWERS  
OF HIS OWN, WAS  
THE MASTER CRIMINAL  
WHO ORGANIZED  
**THE ENFORCERS**,  
MUCH TO HIS  
SUBSEQUENT  
REGRET!



A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

# MYSTERIO

FIRST APPEARED  
IN...



ALTHOUGH HIS POWERS SEEMED TO BE TRULY SUPER-NATURAL, SPIDER-MAN WAS EVENTUALLY TO LEARN THAT **MYSTERIO** WAS ACTUALLY A MOVIE SPECIAL-EFFECTS DESIGNER, WHO DECIDED TO TURN HIS UNUSUAL ABILITIES TO CRIME! BUT, DESPITE HIS NORMAL ORIGIN, THE MYSTERIOUS EFFECTS AND ILLUSIONS HE CREATED, AND THE INVENTIVE POWERS HE ASSUMED, COMBINED TO MAKE **MYSTERIO** AS DANGEROUS AND DEADLY A FOE AS ANY SPIDER-MAN HAD EVER FACED!





A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

# The Green GOBLIN

FIRST APPEARED  
IN...



14  
JULY

UNLIKE MOST OF SPIDEY'S OTHER FOES, THE TRUE IDENTITY OF THE GROTESQUE **GREEN GOBLIN** IS STILL UNKNOWN! BUT, POSSESSED OF A FANTASTIC FLYING "BROOM-STICK" AND A WEALTH OF POWERFUL WEAPONS, IT IS CERTAIN THAT WE SHALL SEE MUCH MORE OF THIS DANGEROUSLY DIFFERENT EVIL-DOER IN THE NEAR FUTURE!





A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

# KRAVEN THE HUNTER

FIRST APPEARED  
IN...



15  
AUG.

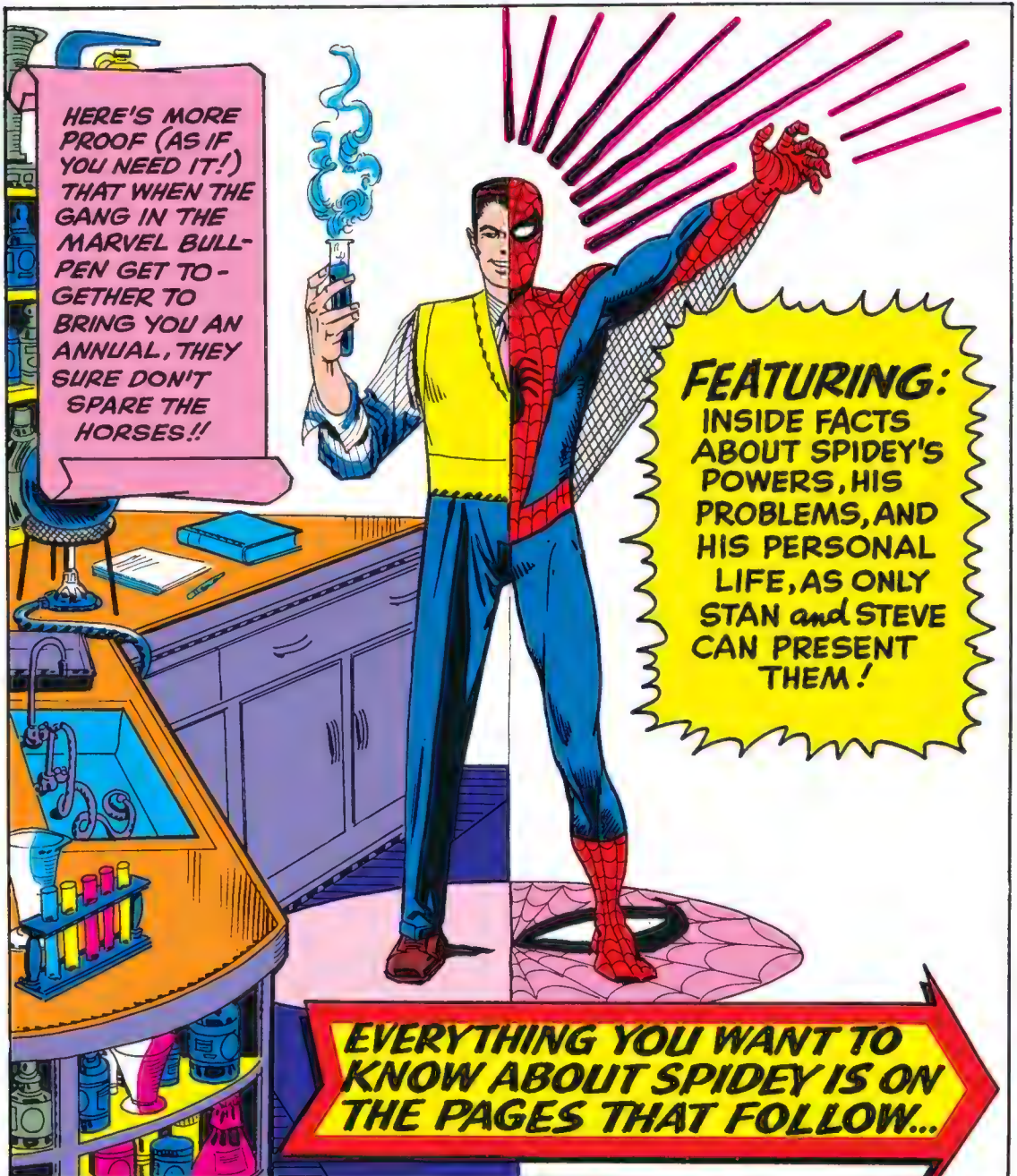


NOW HERE IS ONE CHARACTER WHO IS EVERY BIT AS DANGEROUS AS HE LOOKS! **KRAVEN** HAS HUNTED AND DEFEATED EVERY WILD BEAST KNOWN TO MAN, AND ACCOMPLISHED THAT FEAT ALONE AND UNARMED!

HIS SPEED RIVALS THAT OF A CHEETAH, AND HIS SAVAGERY AND STRENGTH ARE IN A CLASS BY THEMSELVES! THIS WE HAVE **KRAVEN, THE HUNTER**, WHOSE ONE BURNING DESIRE IS TO LURE **SPIDER-MAN** INTO THE JUNGLE AND ACHIEVE A FINAL VICTORY OVER HIS YOUTHFUL FOE!



# The SECRETS of SPIDER-MAN!



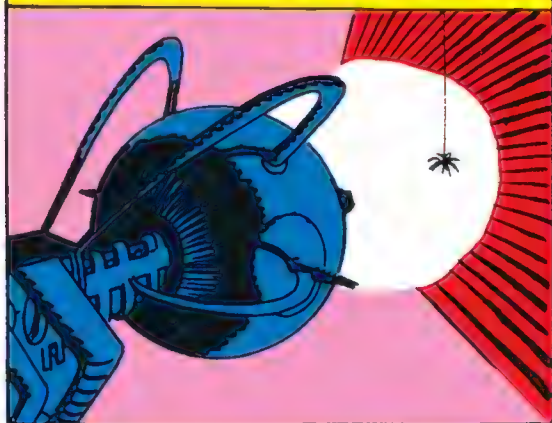
HERE'S MORE  
PROOF (AS IF  
YOU NEED IT!)  
THAT WHEN THE  
GANG IN THE  
MARVEL BULL-  
PEN GET TO-  
GETHER TO  
BRING YOU AN  
ANNUAL, THEY  
SURE DON'T  
SPARE THE  
HORSES!!

**FEATURING:**  
INSIDE FACTS  
ABOUT SPIDEY'S  
POWERS, HIS  
PROBLEMS, AND  
HIS PERSONAL  
LIFE, AS ONLY  
STAN and STEVE  
CAN PRESENT  
THEM!

**EVERYTHING YOU WANT TO  
KNOW ABOUT SPIDEY IS ON  
THE PAGES THAT FOLLOW...**



THE AMAZING, ALMOST LEGENDARY CAREER OF THE YOUTH KNOWN AS **SPIDER-MAN** HAD ITS BEGINNING SOME TIME AGO, IN THE SCIENCE HALL OF MIDTOWN HIGH SCHOOL, WHERE A DEMONSTRATION OF RADIO-ACTIVITY WAS TAKING PLACE...



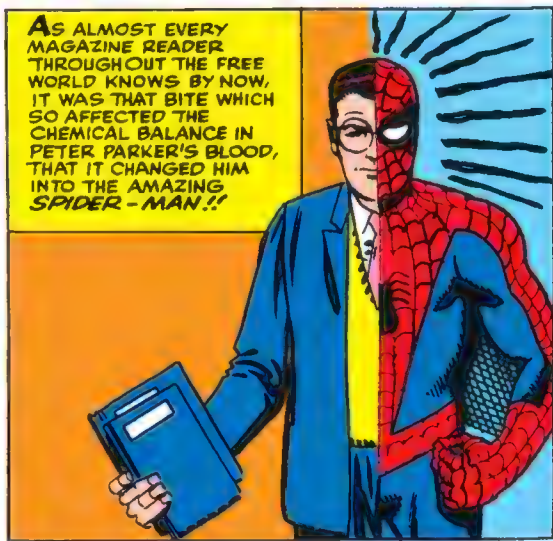
NO ONE AT THE EXHIBITION NOTICED A TINY **SPIDER** DESCENDING ON A THIN STRAND OF WEB... A SPIDER WHICH FATE HAD CHOSEN TO ABSORB A FANTASTIC AMOUNT OF RADIOACTIVITY AT THE PRECISE MOMENT THAT PETER PARKER WALKED BY!



IN SUDDEN SHOCK, THE DYING INSECT BIT THE NEAREST LIVING THING A SPLIT-SECOND BEFORE THE LIFE FADED FROM ITS BODY... AND, THAT NEAREST LIVING THING WAS THE LAD WHO WAS LATER TO BECOME THE WORLD'S MOST EXCITING TEEN-AGER!

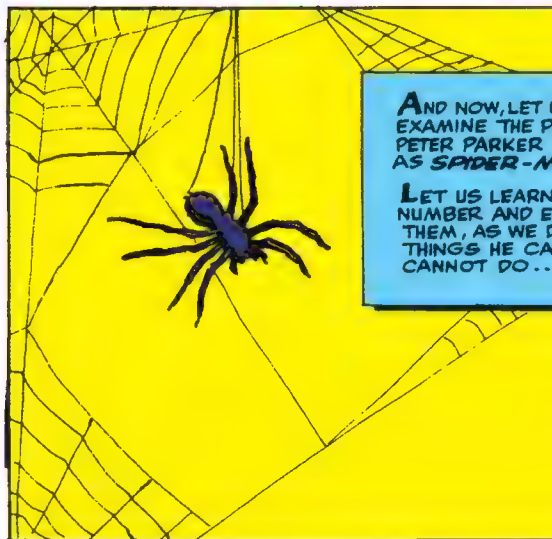


AS ALMOST EVERY MAGAZINE READER THROUGHOUT THE FREE WORLD KNOWS BY NOW, IT WAS THAT BITE WHICH SO AFFECTED THE CHEMICAL BALANCE IN PETER PARKER'S BLOOD, THAT IT CHANGED HIM INTO THE AMAZING **SPIDER-MAN**!!



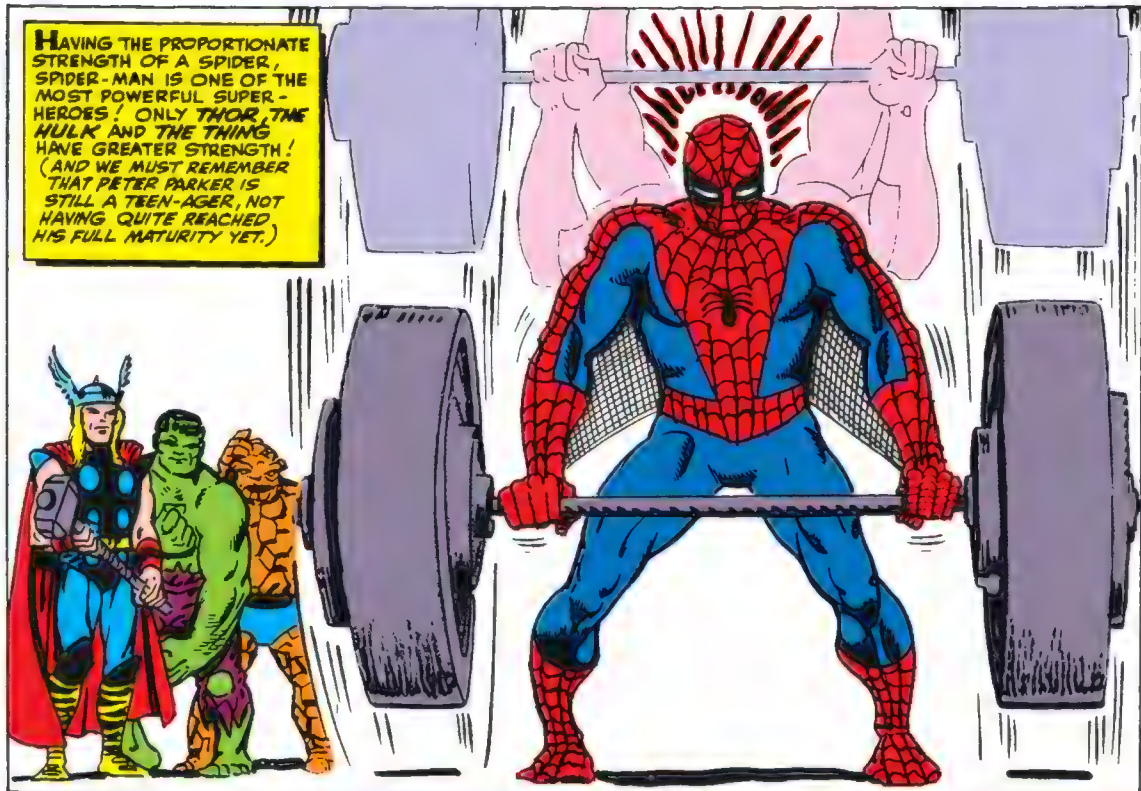
AND NOW, LET US CAREFULLY EXAMINE THE POWERS WHICH PETER PARKER POSSESSES AS **SPIDER-MAN**!

LET US LEARN THE EXACT NUMBER AND EXTENT OF THEM, AS WE DISCUSS THE THINGS HE CAN, AND CANNOT DO...

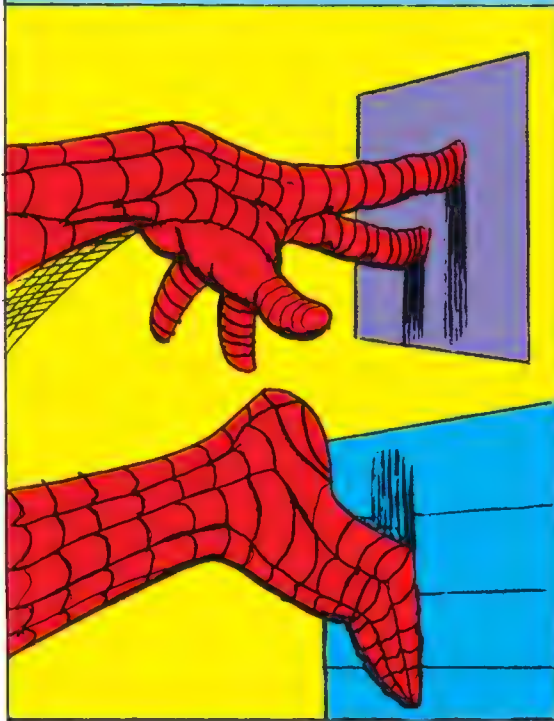




HAVING THE PROPORTIONATE STRENGTH OF A SPIDER, SPIDER-MAN IS ONE OF THE MOST POWERFUL SUPER-HEROES! ONLY THOR, THE HULK AND THE THING HAVE GREATER STRENGTH! (AND WE MUST REMEMBER THAT PETER PARKER IS STILL A TEEN-AGER, NOT HAVING QUITE REACHED HIS FULL MATURITY YET.)



ONE OF SPIDER-MAN'S MOST VALUABLE ASSETS IS HIS CLINGING ABILITY! LIKE A GIANT HUMAN SPIDER, HIS HANDS AND FEET SUPPORT HIM AGAINST THE PULL OF GRAVITY AS THOUGH THEY HAVE THOUSANDS OF TINY SUCTION CUPS!

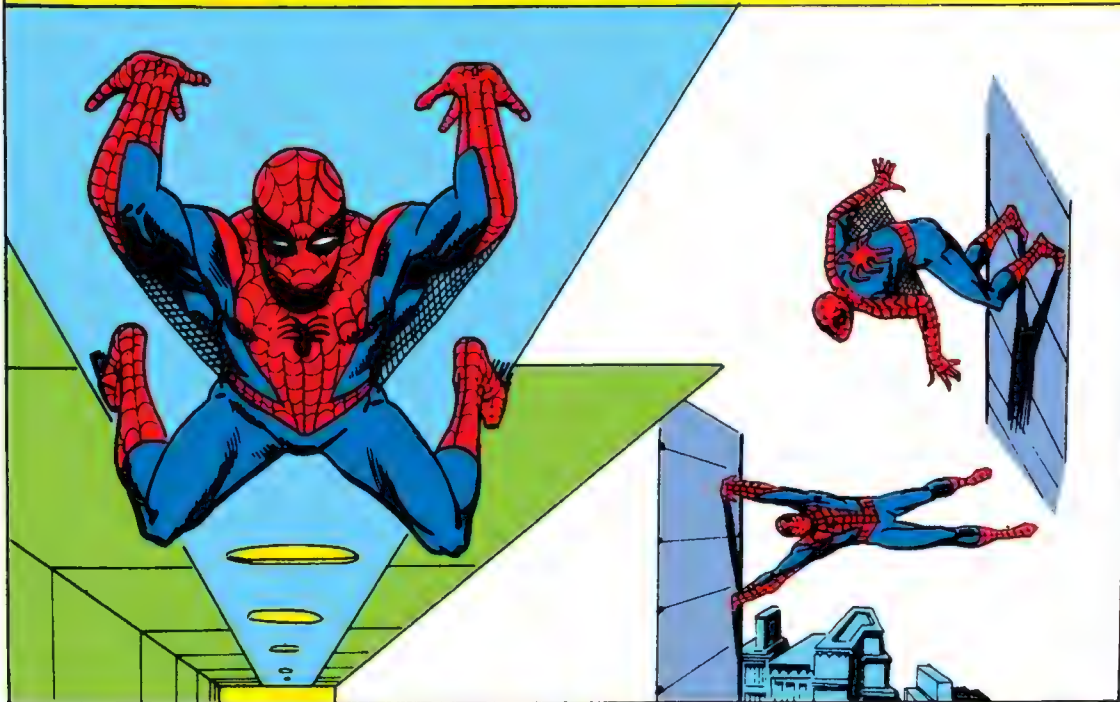


NO MATTER HOW SMOOTH A SURFACE MAY BE... NO MATTER HOW HIGH, OR HOW PRECARIOUS IT MAY BE, ANY AREA THAT AN ACTUAL SPIDER CAN CLING TO, CAN ALSO SUPPORT THE AMAZING TEEN-AGE ADVENTURER!





PERHAPS AS REMARKABLE AS HIS CLINGING ABILITY ITSELF IS THE EASE WITH WHICH SPIDEY CAN USE IT! THERE IS NEVER ANY HINT OF STRAIN, OR DIFFICULTY IN HIS CLINGING TO WALLS OR CEILINGS! IN FACT, HE IS JUST AS MUCH AT HOME ON ANY SURFACE AS AN ACTUAL SPIDER WOULD BE! **NOTE:** SOME OF THE MAGNIFICENT POSES OF SPIDER-MAN TRAVERSING WALLS AND CEILINGS, WHICH STEVE DITKO HAS ILLUSTRATED, HAVE ALREADY REACHED THE STATUS OF CONTEMPORARY CLASSICS!



AMONG THE MOST NIMBLE OF ALL ADVENTURERS, SPIDER-MAN'S LEAPING ABILITY ALSO DESERVES MENTION! HE IS ABLE TO LEAP THE WIDTH OF AN AVERAGE CITY STREET, AND CAN ATTAIN A HEIGHT OF THREE STORIES WITH ONE SPIDER-POWERED SPRING!



WITH HIS ASSUMPTION OF THE PROPORTIONATE STRENGTH OF A SPIDER, IT IS ONLY NATURAL FOR THE COSTUMED CRUSADER TO POSSESS THE UNCANNY BALANCING ABILITY OF THE WONDERFUL ARACHNIDS AS WELL! SUFFICE IT TO SAY THAT THE AMAZING SPIDER-MAN IS EASILY THE GREATEST BALANCER OF ANY HUMAN BEING ON EARTH!





MARVEL'S MERRY MADMEN ARE EXCEPTIONALLY PROUD OF STEVE DITKO'S SUPERB PORTRAYAL OF SPIDER-MAN IN ACTION, DRAWN ESPECIALLY TO DEMONSTRATE HIS AGILITY AND HIS ALMOST UNBELIEVABLE POWERS OF COORDINATION. AS A FAST-MOVING, QUICK-THINKING ACROBATIC STUNT-MAN, THE OL' WEB-SPINNER IS UNDENIABLY WITHOUT PEER... JUST AS SENSATIONAL STEVE IS TOPS IN PRESENTING SPIDEY'S UNIQUE BRAND OF LIGHTNING-SWIFT ACTION.

**START  
HERE**  
FOR  
SPIDEY'S  
LIVING  
ACTION  
DEMONSTRATION





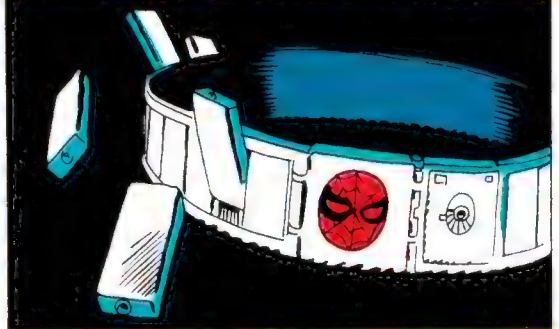
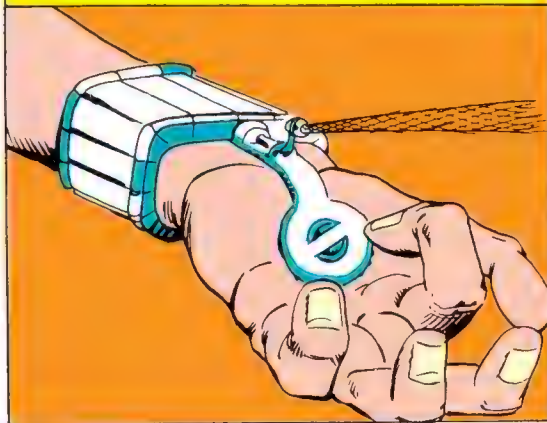
**FORTUNATELY FOR PETER PARKER (AND THE WORLD AT LARGE), THE AMAZING TEEN-AGER IS A BRILLIANT SCIENCE STUDENT! HE HAS DEVOTED LONG HOURS OF STUDY TO LEARNING EVERYTHING HE CAN ABOUT SPIDERS, ALTHOUGH IT IS NOT A MATTER OF PUBLIC KNOWLEDGE, HE IS PROBABLY THE WORLD'S GREATEST AUTHORITY ON THE SUBJECT OF WEBS AND THEIR CREATION...**

**HIS WEB-MAKING ABILITY IS ONE OF HIS MOST CLOSELY-GUARDED SECRETS! BUT WE CAN TELL YOU THIS... HE MAKES HIS OWN WEB FLUID UNDER THE MOST EXACTING CONDITIONS IN THE LAB, STORING IT IN SMALL, COMPACT CYLINDERS LIKE MINIATURE TOOTHPASTE TUBES!**



**AS ANY SPIDER-MAN READER KNOWS, SPIDEY'S WEB-SHOOTER IS WORN AT HIS WRIST, AND ACTIVATED BY THE SLIGHTEST TOUCH OF HIS FINGER UPON THE SUPER-SENSITIVE ELECTRODE LOCATED ON THE PALM OF HIS HAND!**

**INASMUCH AS HIS WEBBING IS HIS MOST POTENT WEAPON, THE MASKED ADVENTURER ALWAYS CARRIES SPARE WEB-FLUID CAPSULES CLIPPED ONTO HIS INGENUOUSLY DESIGNED UTILITY BELT!**

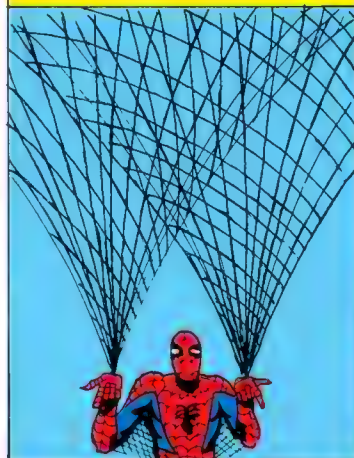


**BY ADJUSTING THE NOZZLE OF HIS WEB-SHOOTER IN ONE EASY MOTION, SPIDEY CAN EJECT HIS WEB FLUID IN ANY ONE OF THREE DIFFERENT WAYS...**

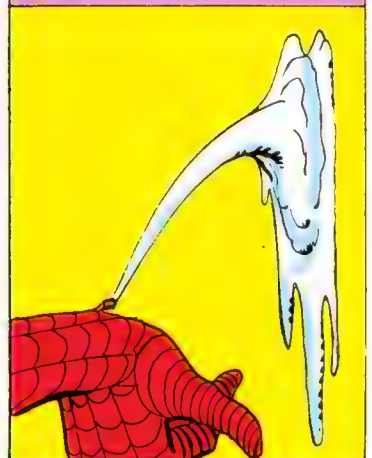
**1. AS A THIN, INCREDIBLY STRONG LINE...**



**2. AS A FINE, QUICK-SPREADING SPRAY...**



**3. OR AS A THICK, TREMENDOUSLY ADHESIVE LIQUID....!**



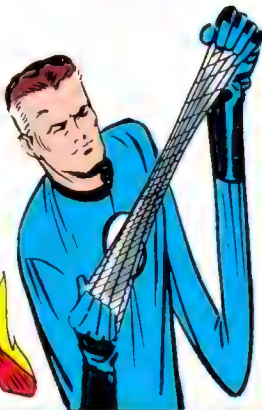
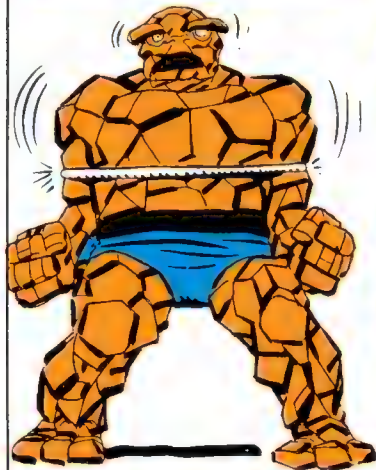


SO FANTASTICALLY STRONG IS SPIDEY'S WEB, THAT IF IT WERE POSSIBLE TO INCREASE ITS THICKNESS TO A HALF-INCH, ONE STRAND WOULD BE ENOUGH TO HOLD THE MIGHTY-MUSCLED *THING* A PRISONER FOR LIFE!

THE SPECIAL WEBBING IS ALSO 90% FIREPROOF! UNLESS HE INTENSIFIED HIS FLAME TO A GREAT DEGREE, IT COULD EVEN HOLD THE *HUMAN TORCH* UNDER NORMAL CONDITIONS!

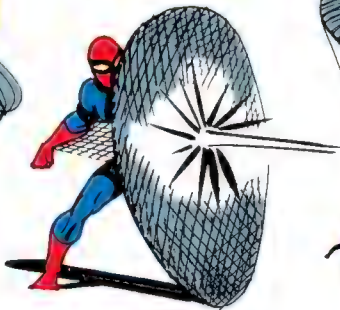
SPIDER-MAN'S WEBBING IS ALSO CAPABLE OF STRETCHING TO A LIMITED DEGREE, THOUGH ITS POWER CANNOT COMPARE TO THAT OF MR. FANTASTIC'S!

AND, TO COMPLETE OUR COMPARISON WITH THE *FANTASTIC FOUR*, SPIDEY'S WEBBING DISAPPEARS INTO NOTHINGNESS AFTER ONE HOUR HAS ELAPSED... BEING AS IMPOSSIBLE TO FIND AS THE *INVISIBLE GIRL*!



HAVING DEVOTED MANY LONG HOURS OF PRACTICE TO THE OPERATION OF HIS WEB, THE TERRIFIC TEEN-AGER CAN NOW USE IT IN MANY DIFFERENT WAYS...

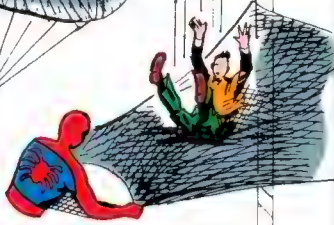
AS A SHIELD...



A PARACHUTE...



A SAFETY NET...



A BARRIER...

AS SKIS...



AS A RAFT...



AS A CLUB...



A BALL

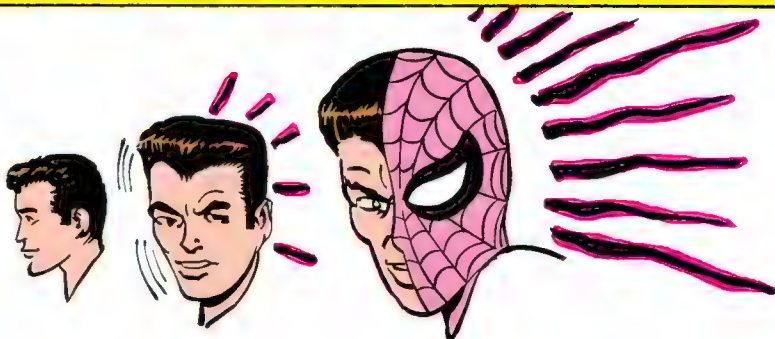


OR PLAIN, SIMPLE STICKY GLUE!



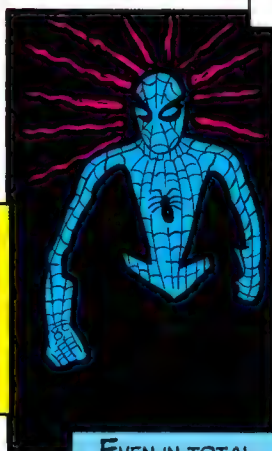
# SPIDEY'S SPIDER SENSES!

ANOTHER OF SPIDER-MAN'S AMAZING POWERS IS HIS ABILITY TO SENSE DANGER! INVISIBLE, UN-DETECTABLE, HIS UNCANNY SPIDER SENSE ALERTS HIM TO ANYTHING OUT OF THE ORDINARY!



IT'S LIKE POSSESSING A BUILT-IN RADAR UNIT! EVEN IF BLIND-FOLDED, SPIDEY'S INSTINCTS GUIDE HIM UNERRINGLY!

OF ALL KNOWN HUMANS, ONLY THE FEARLESS DAREDEVIL HAS SENSES WHICH ARE EVEN MORE HIGHLY DEVELOPED THAN SPIDER-MAN'S!



EVEN IN TOTAL DARKNESS, HE IS NEVER HELPLESS, THANKS TO HIS SPIDER-SENSE!



IT'S LIKE HAVING EYES IN THE BACK OF YOUR HEAD! SPIDEY IS ALMOST IMPOSSIBLE TO AMBUSH FROM BEHIND!

AND NOW, FOR THE BENEFIT OF MANY INTERESTED FANS WHO HAVE ASKED WHY WE SHOW OL' WEB-HEAD WITH THOSE RADIATING LINES AROUND HIM SO OFTEN, OR WITH HIS HALF-PETER PARKER, HALF-SPIDER-MAN FACE... WE DO IT MERELY TO HEIGHTEN THE DRAMA! NOTE HOW MUCH LESS INTERESTING IT WOULD LOOK WITHOUT THOSE EFFECTS...



OR, SEE THIS EXAMPLE...



STAN AND STEVE TAKE DRAMATIC LICENSE BY SHOWING EFFECTS SUCH AS THOSE DEPICTED ABOVE! NATURALLY, WE DO NOT MEAN TO IMPLY THAT OTHER CHARACTERS IN THE STORY SEE THEM... ANY MORE THAN WE IMPLY THAT OTHER CHARACTERS SEE THE THOUGHT BALLOONS WHICH APPEAR OVER PEOPLE'S HEADS! OKAY? OKAY!



# The SECRET of SPIDER-MAN'S MASK

PERHAPS YOU ARE ONE OF THE MANY READERS WHO HAVE WRITTEN US TO ASK WHY SPIDEY'S EYES DON'T SHOW THROUGH HIS MASK'S EYELETS? WELL, THERE REALLY IS A REASON!

THE WHITE AREAS IN SPIDEY'S EYE CUT-OUTS ON HIS MASK ARE REALLY CLEVER PLASTIC LENSES OF THE TWO-WAY MIRROR TYPE! HE CAN SEE OUT VERY CLEARLY, BUT NO ONE CAN SEE IN! THEREFORE, HE CAN NEVER BE RECOGNIZED BY THE COLOR OF HIS EYES!

THESE INGENUOUS PLASTIC LENSES ALSO PROTECT HIS EYES FROM DUST, DIRT, AND THE GLARE OF THE SUN!

## SPIDEY'S COSTUME

SPIDER-MAN'S COLORFUL HEAD-MASK CONCEALS HIS FEATURES AND ALSO EFFECTIVELY MUFFLES HIS VOICE, MAKING IT UNRECOGNIZABLE!

LIGHT IN WEIGHT AND SKIN-TIGHT, HIS COSTUME MAY EASILY BE WORN UNDER HIS STREET CLOTHES!

SPIDEY'S HIGH SLEEVES PREVENT HIS COSTUME FROM BEING NOTICED IF EVER HIS SHIRT-SLEEVES SHOULD BECOME OPEN AT THE CUFFS!

DESIGNED LIKE AN EXPANSION WATCH-BAND, SPIDEY'S WEB-SHOOTER IS EXTREMELY FLEXIBLE! THE POINTER SWIVELS AROUND AND HOOKS ONTO HIS BELT WHEN NOT IN USE!

SO LIGHTWEIGHT ARE HIS SHOES THAT THEY CAN BE FOLDED AND HELD SNUGLY IN HIS BACK POCKET!



# PETER PARKER AS SPIDER-MAN





# PETER PARKER'S FAVORITE HEEL and Heart-Throb





# PETER PARKER'S CLASSMATES

PETER IS A SENIOR AT MIDTOWN HIGH SCHOOL, IN FOREST HILLS! POSSESSING ONE OF THE HIGHEST INTELLIGENCE QUOTIENTS ON RECORD, HE HAS A STRAIGHT "A" AVERAGE IN ALL SUBJECTS, BUT HIS MAIN INTEREST IS SCIENCE! THIS IS A TYPICAL SCENE IN PETE'S SCIENCE CLASS, JUST BEFORE THE STARTING BELL RINGS ...

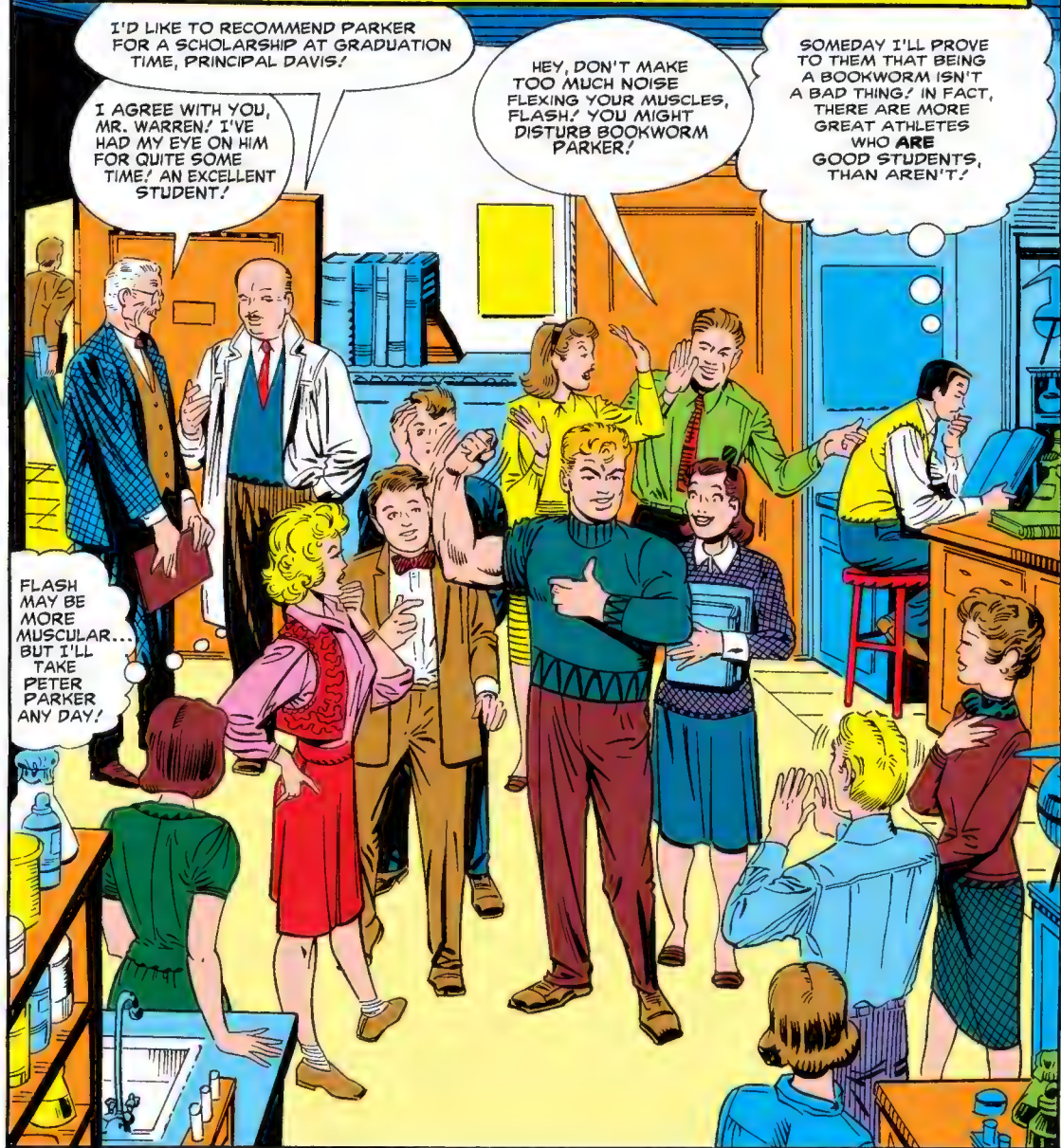
I'D LIKE TO RECOMMEND PARKER FOR A SCHOLARSHIP AT GRADUATION TIME, PRINCIPAL DAVIS!

I AGREE WITH YOU, MR. WARREN! I'VE HAD MY EYE ON HIM FOR QUITE SOME TIME! AN EXCELLENT STUDENT!

HEY, DON'T MAKE TOO MUCH NOISE FLEXING YOUR MUSCLES, FLASH! YOU MIGHT DISTURB BOOKWORM PARKER!

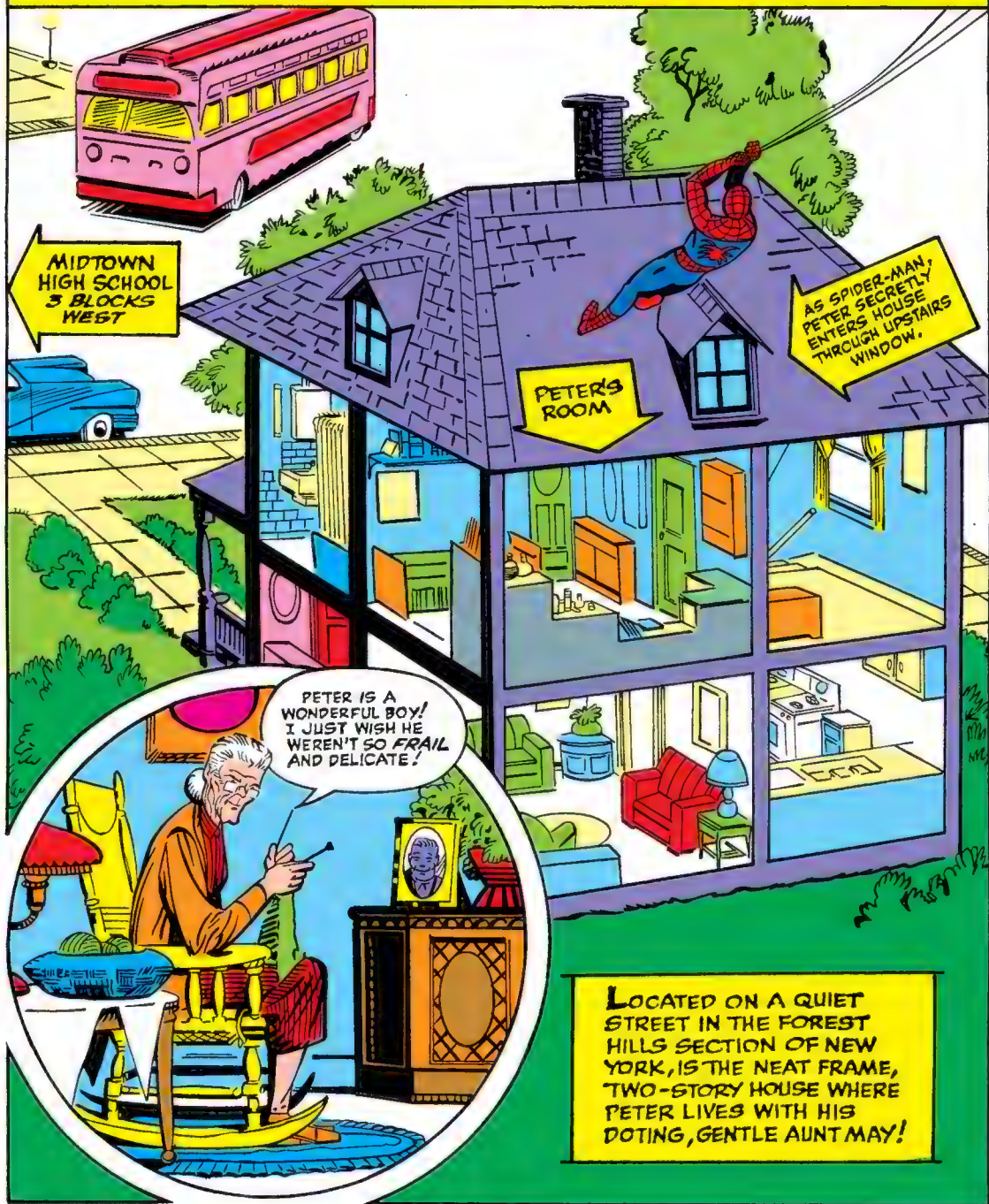
SOMEDAY I'LL PROVE TO THEM THAT BEING A BOOKWORM ISN'T A BAD THING! IN FACT, THERE ARE MORE GREAT ATHLETES WHO **ARE** GOOD STUDENTS, THAN AREN'T!

FLASH MAY BE MORE MUSCULAR... BUT I'LL TAKE PETER PARKER ANY DAY!





# PETER PARKER'S House



MIDTOWN  
HIGH SCHOOL  
3 BLOCKS  
WEST

PETER'S  
ROOM

AS SPIDER-MAN,  
PETER SECRETLY  
ENTERS HOUSE  
THROUGH UPSTAIRS  
WINDOW.

PETER IS A  
WONDERFUL BOY!  
I JUST WISH HE  
WEREN'T SO FRAIL  
AND DELICATE!

LOCATED ON A QUIET  
STREET IN THE FOREST  
HILLS SECTION OF NEW  
YORK, IS THE NEAT FRAME,  
TWO-STORY HOUSE WHERE  
PETER LIVES WITH HIS  
DOTING, GENTLE AUNT MAY!



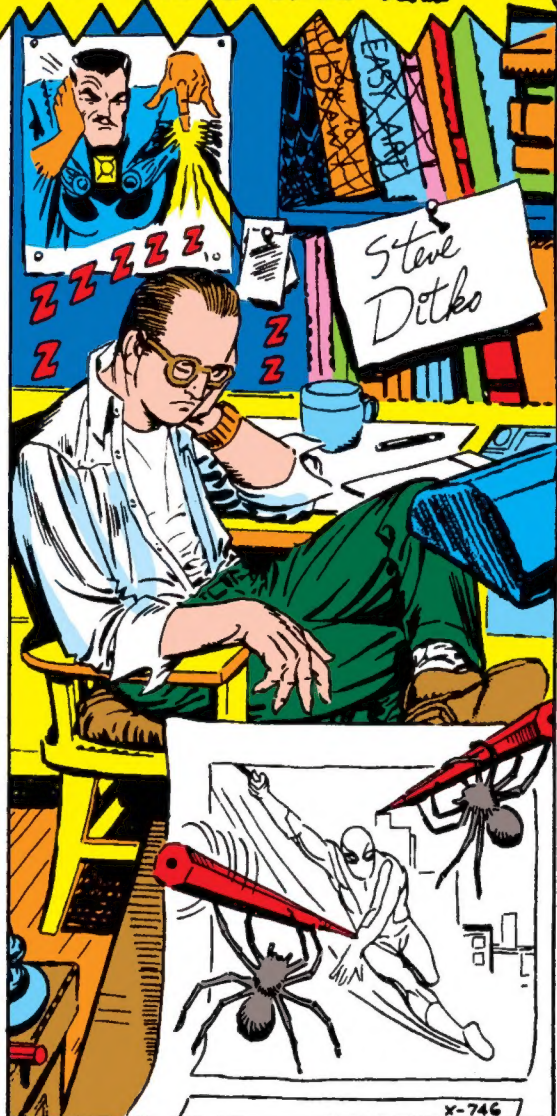
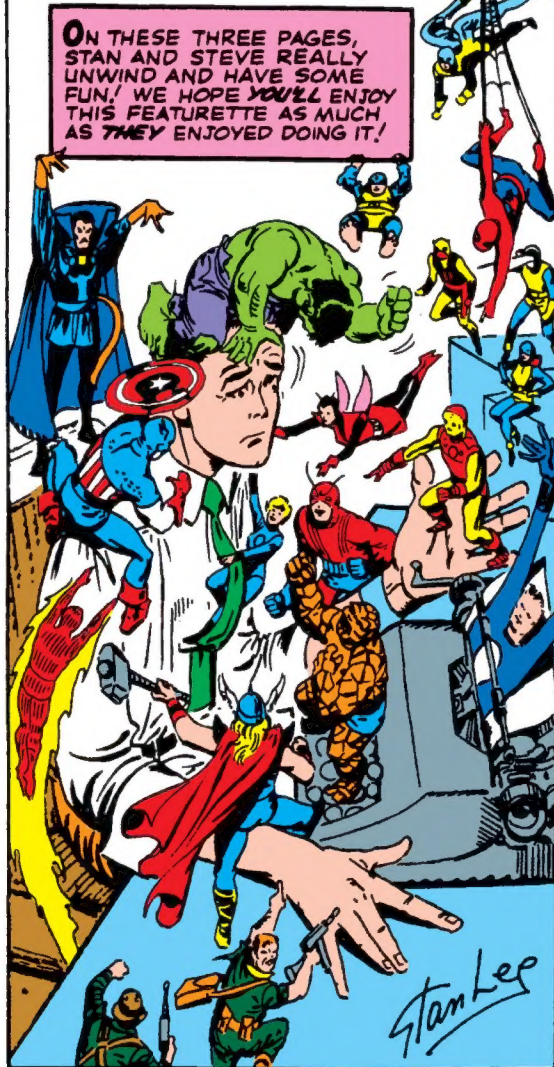
# GUEST STAR PAGE

FOR YOUR MARVEL SCRAPBOOK, WE PRESENT THIS PIN-UP OF SPIDEY BATTLING THE FABULOUS FANTASTIC FOUR AND THE INCREDIBLE HULK! THIS PAGE IS CERTAIN TO BECOME A COLLECTOR'S ITEM DUE TO THE FACT THAT OUR FIVE GUEST STARS ARE DRAWN IN THE SOMEWHAT DIFFERENT DITKO STYLE!

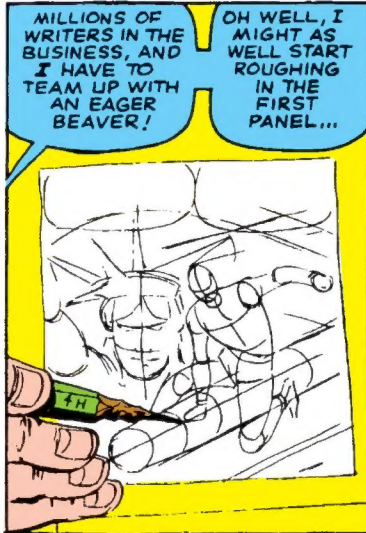
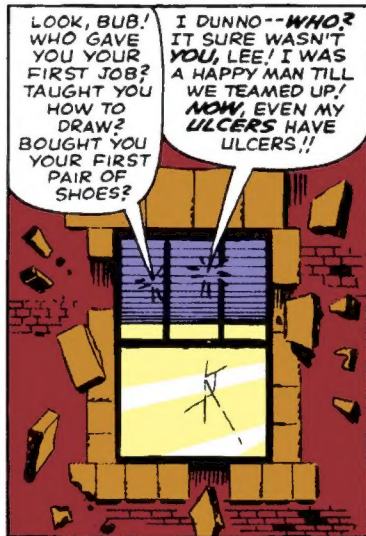




# HOW STAN LEE *and* STEVE DITKO CREATE SPIDER-MAN!









FINALLY, THE STORY IS ALL DRAWN IN PENCIL, AND STAN AND STEVE ONCE AGAIN HAVE A CONFERENCE...

**PTUI!** IT LOOKS LIKE YOU'RE LEARNING TO DRAW WITH YOUR EYES **SHUT!**

YOU SHOULD TALK AFTER THAT CORNY SCRIPT YOU WROTE!

WADDAYA MEAN "CORNY"? I COPIED IT FROM ONE OF THE BEST CLASSICS I COULD FIND!



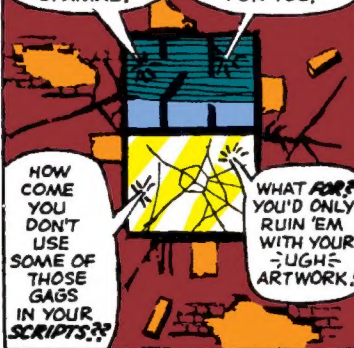
AND SO, THE HOURS SPEED PLEASANTLY BY, AMIDST AN ATMOSPHERE OF CALM UNDERSTANDING AND GENIAL GOOD-FELLOWSHIP...

MY FRIEND SAM CAN WRITE BETTER THAN YOU-- AND HE'S A COCKER SPANIAL!

AH HA!! HE'S PROBABLY THE ONE WHO DOES YOUR **INKING** FOR YOU!

HOW COME YOU DON'T USE SOME OF THOSE GAGS IN YOUR SCRIPTS??

WHAT FOR? YOU'D ONLY RUIN 'EM WITH YOUR **UGH** ARTWORK!



BUT, ALL GOOD THINGS MUST COME TO AN END, AND THE STRIP IS FINALLY SENT TO BE LETTERED! THEN, WHEN STEVE GETS IT BACK...

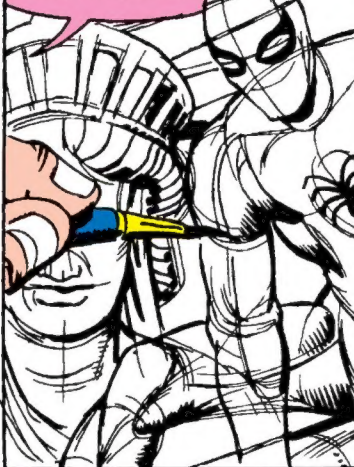
HELLO, OPERATOR? **NOW** MAYBE IF I GET ANY CALLS FROM A GUY NAMED LEE, TELL HIM I'VE BEEN **DRAFTED!**



STAN'S PROBABLY WRITTEN **THE AVENGERS** AND **THE X-MEN** BY NOW, AND I'M STILL TIGHTENING UP THE DETAILS HERE WITH A FINE PEN-POINT!



NOW I'LL FILL IN THE HEAVY BLACK AREAS WITH MY BRUSH...



THERE! THAT'S ONE PAGE DONE! NOW TO ERASE THE PENCIL LINES WHICH STILL REMAIN!

OH NO!! I FORGOT TO DRAW SPIDEY'S **WEBBING!**



IF ALL THE WEB-LINES I'VE DRAWN WERE LAID END TO END, THEY **STILL** WOULDN'T BE ENOUGH TO FIT AROUND LEE'S SWELLED HEAD!!



FINALLY, AFTER LONG HARD HOURS OF SLAVING OVER THE DRAWING BOARD, SPARKLING STEVE JOYOUSLY EXCLAIMS...

~WHEN!~ FINISHED AT LAST! I THINK I'LL SLEEP FOR A WHOLE **WEEK** NOW!



BUT, AT THAT VERY MOMENT, A SHRILL CRY OF UNRESTRAINED EXCITEMENT PIERCES THE SILENT MIDNIGHT AIR...

**HOWEE!** ANOTHER IDEA! **THIS** ONE'S BETTER THAN THE LAST!

WON'T STEVERINO BE **HAPPY!** I'D BETTER CALL HIM RIGHT AWAY AND BREAK THE GOOD NEWS!



NATURALLY, DEAR FRIENDS, WE'RE ONLY KIDDING! BUT WAIT TILL NEXT "ANNUAL" TIME! WE'LL PROBABLY HAVE **SPIDEY** TELL HOW HE CREATED STAN AND STEVE!





Tyrant  
Lizard  
King

EMPIRE